

Donegal Investment Group plc

Annual Report & Financial Statements

for the year ended 31 August 2025

**Donegal Investment
Group plc ('DIG')
(‘Group’) reports
its results for
the year ended
31 August 2025.**

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Financial Highlights

The Directors present their report and the audited financial statements for the year ended 31 August 2025. The comparative amounts relate to the 12 months ended 31 August 2024.

Financial Performance

Following a lengthy and thorough process the Group reached agreement on 2 October 2025 to sell its seed potato businesses, IPM Potato Group Limited, AJ Allan Limited, IPM Portugal Limited, IPM France Limited, IPM Holland Limited and IPM Kenya Limited, collectively referred to as “IPM” to Royal HZPC Group (“HZPC”) with IPM’s carrying value transferred to asset held for sale from the 31 August 2025 and its financial performance for the year classified as discontinued operations in this year’s results. IPM delivered a satisfactory result for the year with an operating profit of €2.9m an increase of €0.3m on the prior year.

The Group continuing operations no longer have any operational revenue and delivered an operating loss of €1.9m, this included a €0.7m write down of the Group’s investment in Utkal Seeds Limited.

Loss after tax from continuing operations was €1.8m a decrease of €1.1m on the restated prior year numbers.

Financial Position

The Group has a cash position, net of debt, (inclusive of Asset Held for Sale) of €3.2m at 31 August 2025 compared to €8.8m (inclusive of Debt Instrument) net position at 31 August 2024 following the completion of the return of capital in January 2025.

It should be noted an additional €0.3m in cash is classified within assets held for sale at 31 August 2025.

Return of Capital

Following approval at the EGM on 29 November 2024, the Group completed the redemption of 290,222 ordinary shares of the Company at a price of €16.50 on 20 January 2025 resulting in a return of capital of €4.78m. The Group also purchased 16,858 treasury shares at a cost €0.3m during the course of the year. The Group currently has issued share capital of 1,232,071 with 19,209 of those shares held as treasury shares.

Board of Directors and Other Information

The Board of Directors of Donegal Investment Group plc currently comprises five Non-Executive Directors.

Non-Executive Directors

Geoffrey Vance (aged 74) is Chairman of Donegal Investment Group plc. He has served on the Board of Donegal Investment Group plc since its conversion from a society in 1989. Prior to this, he served for a number of years on the Committee of management of Donegal Co-operative Creameries Limited.

Patrick Kelly (aged 52) was appointed to the Board on 7 July 2004. He is the chairman of the audit committee. He is also vice chairman of the Irish Cattle Breeding Federation and a Board member of Progressive Genetics.

Henry McGarvey (aged 58) was appointed to the Board on 28 August 2013. Henry is a VP of Finance and Corporate Services in the Atlantic Technological University (ATU) and was previously Managing Director of Pramerica Systems Ireland Limited. Previously, he worked in senior executive positions with Almarai in Saudi Arabia and Motorola and Accenture in Dublin.

Ian Ireland (aged 64) joined Donegal Investment Group plc in January 2005. Prior to that, he had spent over 20 years working in the food industry in Ireland and the UK.

Padraic Lenehan (aged 51) was appointed to the Board on 1 July 2015. Padraic joined Donegal Investment Group plc in 2008 as Financial Controller of its Dairy business, where he subsequently became Financial Controller of the merged Aurivo and Donegal Creameries milk business. In 2013 he returned to Donegal Investment Group plc as Finance Director. Prior to that, he worked for RTÉ, Accenture and in financial services in Dublin.

Secretary and registered office

P Lenehan
Colab, ATU
Letterkenny
Co Donegal

Independent auditor

BDO Ireland
Block 3, Miesian Plaza
50-58 Baggot Street Lower
Dublin 2, D02 Y754

Solicitors

Hayes solicitors LLP
Lavery House
Earlsfort Terrace
Dublin 2, D02 T625

Principal Bankers

Allied Irish Bank plc
Letterkenny
Co Donegal

Registered number

162921

Chairman's Statement

The board is pleased with the successful delivery of its strategic plans over the course of the last 12 months. The Group returned €4.8m in capital to shareholders in January 2025, which brings total capital returned to shareholders to €96.6m since 1 January 2016.

The Group also undertook a structured and confidential process to evaluate strategic options in respect of IPM. This process involved engagement with a number of potential counterparties. This resulted in the Group signing a Letter of Intent with Royal HZPC Group ("HZPC") in July 2025. Following on from this, an agreement was reached on 2 October 2025 to sell its seed potato businesses to HZPC. We believe this proposed disposal represents the most appropriate course of action to deliver maximum value for shareholders and approval for this transaction was passed at an Extraordinary General Meeting on 30 October 2025. The disposal remains subject to competition authority approval in certain jurisdictions and this process remains ongoing. Details of the transaction are available on our website <http://www.donegaligroup.com/news> as well as on page 88 of this report (Note 33).

The board will consider returning some or all of the proceeds of the sale to its shareholders in early 2026, subject to approval at a general meeting.

Following Completion, the Group will become a cash shell for the purposes of the Euronext Growth Rules and will therefore be required to complete an acquisition (or acquisitions) constituting a reverse takeover within 12 months of Completion. If the Group fails to do so, trading in its Ordinary Shares on Euronext Growth will be suspended. Admission to trading will be cancelled if the suspension is not lifted within six months. There can be no guarantee that the Group will make an acquisition that meets the Euronext Growth requirements within the timelines stipulated.

Several assets were retained by the Group and do not form part of the transaction. These include the Group's interests in Utkal Seeds Limited ("Utkal"), an Indian seed potato company, Kirinyaga Seeds Limited ("KSL"), a Kenyan seed potato company as well as an Investment Property in Dublin. We are pleased to announce that we completed the sale of the Investment Property in Dublin on 13 November 2025. We also are engaged in discussion to sell our interests in KSL, and this asset is classified as Held for Sale at 31 August 2025. Our intention is to realise value for shareholders from the remaining assets retained by the Group over time.

The disposal of IPM represents a significant and material strategic step for Donegal. The Group will no longer have any operational revenue and will only hold a minority shareholding in Utkal as well as some dormant companies which we will now look to wind up.

This marks a further simplification of the Group's structure and reflects its strategic decision to exit all its operations. The board plans to reduce corporate costs further post the expected completion of the IPM deal with a view to conserving cash for operational continuity.

The board will look to call an AGM in the first quarter of 2026.

Geoffrey Vance
Chairman

Directors' Report

The Directors present their report and the audited financial statements for the year ended 31 August 2025. Donegal Investment Group plc is an ESM listed company, ISIN Code IE00BD97C178.

Principal activities

During the year, the Group was engaged in the development, purchase and sale of seed potatoes and the rental of property assets.

Business review

The Chairman's Statement review includes a comprehensive review of the performance of the Group's businesses in the year. Turnover from continuing operations in the year was €Nil (2024: €Nil). The Group recorded an operating loss of (€1.9m) for the year ended 31 August 2025 from continuing operations in comparison with an operating loss of (€0.7m) in 2024*. The Group recorded an operating profit of €2.9m from discontinued operations for the year ended 31 August 2025 in comparison with an operating profit of €2.6m in 2024. In monitoring performance, the Directors and management have regard to a range of key performance indicators (KPIs), including the following:

Financial KPI's	2025	2024*	Change
Continuing operations			
Revenue - continuing operations	-	-	-
Operating loss	(€1.9m)	(€0.8m)	-€1.1m
Profit/(loss) before tax	(€1.8m)	(€0.7m)	-€1.1m
Profit/(loss) after tax	(€1.8m)	(€0.7m)	-€1.1m
Discontinued operations			
Operating profit	€2.9m	€2.6m	+€0.3m
Profit for the year – from discontinued operations, net of tax	€2.0m	€2.5m	-€0.5m
All operations			
Profit for the year	€0.2m	€1.8m	-€1.6m
Cash and overdraft, net (inclusive of asset held for sale)	€4.2m	€2.6m	+€1.6m
Debt Instrument	-	€7.1m	-€7.1m
Debt (inclusive of asset held for sale)	(€1.0m)	(€0.9m)	+€0.1m

*As restated to reflect the effect of discontinued operations

Profits and dividends

Profit for the financial year amounted to €0.2m (2024: profit of €1.8m). An interim dividend for 2025 of €0.24 cent per share was paid on 27 June 2025 (2024: €nil). The Group do not plan to make any further dividend payment for the year ended 31 August 2025.

The results for the financial year ended 31 August 2025 are set out in detail on pages 27 to 92. No minority interest dividend was paid during the year (2024: €Nil).

Principal risks and uncertainties

Under Irish company law, the Group and Company are required to give a description of the principal risks and uncertainties which they face. These principal risks, and the actions taken to mitigate them are set out below. This is not intended to be an exhaustive analysis of all risks currently facing the Group and does not list the risks in any order or priority.

Risk and risk description	Key control and mitigation activities
Unusual weather patterns The disruption of supply and demand of produce due to unusual weather conditions.	The Group's diversified product sourcing activities mitigates the risk. Management monitor and work with contract growers to mitigate unusual weather conditions in growing areas where possible.
Market demand Excess supply and/or reduced consumer demand resulting in reduced selling prices.	The market is continually monitored and reviewed by management to ensure appropriate measures in place.
Regulation and compliance Exposure to changes in economic, political, administrative, taxation or other regulatory factors in any jurisdiction in which the Group operates.	Regular monitoring and review of any changes in laws and regulations including ongoing employee training and use of experts.
Political Risk Risk of growing seed for markets that may experience political instability	Management considers the risk and reward of planting crops for potentially risky markets. Sales to most of these markets require prepayments or letters of credit.
Inflation Input cost Inflation and inability to recover cost increase in market.	Implementation of variability in contractual relationships with suppliers. Focus on certified proprietary varieties which deliver added value for customers.
Key customer relationships Ability to sustain commercial relationships with key customers in a competitive environment.	Customer relationships are developed and maintained by operational management focusing on added value, choice, price and service.
Credit risk Default of counterparties in respect of money owed to the Group.	Credit limits are regularly reviewed in accordance with credit control procedures in place across the Group.
Foreign currency Adverse changes to sterling relative to the euro.	Foreign currency risk is managed by utilising forward contracts to cover committed exposures.
IT systems and cyber security Security of information technology including cyber security in supporting the Group's business activity.	Information security policies and procedures are in place to protect business and personal information. A policy is in place in respect of backups across the Group, which is regularly tested.
Retention of key personnel The ability to retain or attract key talented staff across the Group.	Recruitment policies, management incentives and training programmes are in place across the Group to encourage retention of key personnel. Board composition and succession plans are assessed by the Nomination committee.
The Directors have analysed these and other risks and they believe that appropriate plans are in place to manage and mitigate these risks. The corporate governance report on pages 10 to 14 sets out the policies and approach to risk management adopted by the Group and the related internal control procedures and responsibilities.	

Financial management

Our financial risk management objectives and policies and exposure to market risk are outlined in Note 5 to the consolidated financial statements.

Going concern

Following a structured and confidential process to evaluate strategic options in respect of its seed potato interests, a non-binding Letter of Intent was signed by the Group with Royal HZPC Group ("HZPC") in July 2025. On 2 October 2025, the Group announced that it had reached agreement to sell its seed potato businesses, IPM Potato Group Limited, AJ Allan Limited, IPM Portugal Limited, IPM France Limited, IPM Holland Limited and IPM Kenya Limited, collectively referred to as "IPM" to HZPC. Shareholder approval for this transaction was passed at an Extraordinary General Meeting on 30 October 2025. The disposal remains subject to competition authority approval in certain jurisdictions.

Completion of the Disposal will result in a fundamental change of business for the Group, which will become a cash shell under the Euronext Growth Rules and require a qualifying acquisition within 12 months to avoid suspension and potential cancellation of trading in shares.

The Group will consider, subject to the group's requirements, returning some or all of the proceeds of the Sale to its Shareholders in the first quarter of 2026.

The Group will retain its interests in Utkal Seeds Limited (Indian Seed Potato Company), Kirinyaga Seeds Limited (Kenyan Seed Potato Company) and an Investment Property in Sandyford, Dublin. The Group will look to realise value for shareholders from these retained assets over the coming years and recently completed the sale of the Investment Property in Sandyford, Dublin.

It should also be noted that the Group remains in a strong position with cash at bank, net of overdrafts, of €4.0m (2024: €2.6m). The Directors have reviewed the Group's business plan for the next 24 months and other relevant information and have a reasonable expectation that the Group will continue in operational existence for the foreseeable future.

Future developments in the business

A review of future developments in the business is included in the Chairman's Statement on page 4.

Events since the year end

Following a structured and confidential process to evaluate strategic options in respect of its seed potato interests a non-binding Letter of Intent was signed by the Group with Royal HZPC Group ("HZPC") in July 2025. On 2 October 2025, the Group announced that it had reached agreement to sell its seed potato businesses, IPM Potato Group Limited, AJ Allan Limited, IPM Portugal Limited, IPM France Limited, IPM Holland Limited and IPM Kenya Limited, collectively referred to as "IPM" to HZPC (Note 33).

The overall transaction value for IPM is:

- (1) €16.5m of cash consideration (including €2.5m to be held in Escrow for two years) on completion ("Initial Consideration"), subject to customary completion accounts adjustments, and
- (2) A further contingent deferred cash consideration of up to a maximum of €4m dependent on the financial performance of IPM for the period 1 September 2025 to 31 August 2027, inclusive ("Deferred Consideration").

The Disposal is subject to

- Approval by certain competition authorities
- Approval by shareholders of Donegal Investment Group, which was received at an Extraordinary General Meeting at 30 October 2025.

Completion of the Disposal will result in a fundamental change of business for the Group, which will become a cash shell under the Euronext Growth Rules and require a qualifying acquisition within 12 months to avoid suspension and potential cancellation of trading in shares.

Board of Directors

The Directors of the Company on 31 August 2025 are listed on page 3. The Report of the Remuneration Committee is listed on pages 16 to 17. Ian Ireland, Patrick Kelly and Henry McGarvey retire by rotation and intend to stand for re-election at the next AGM.

The interest of the Directors and Secretary are disclosed in the report of the remuneration committee on pages 16 to 17.

Purchase of own shares

The Constitution of the Company enables it to purchase treasury shares. The Company also seeks annual authorisation from shareholders to make market purchases of the Company's shares (as defined by Section 328 of the Companies Act 2014). The maximum number of shares which may be acquired under such authorisation is 15% of the Company's issued shares. This authority has continued to be renewed at the Annual General Meeting of the Company.

As approved by shareholders at the Extraordinary General Meeting held on 29 November 2024, the Company was authorised to redeem up to 290,222 Redeemable Ordinary Shares. 290,222 Ordinary Shares (approximately 19.06 per cent of each Shareholder's total holding of Ordinary Shares) as at the conversion date of 20 January 2025 were converted into Redeemable Ordinary Shares and redeemed at €16.50 per share. On redemption, these shares were cancelled from the issued share capital of the Company with €38k being credited to the Company's Other Undenominated Capital. €4,780,000 was paid during the period in relation to the redemption of Redeemable Ordinary shares.

Following the Return of Capital, the Company's issued Ordinary Share Capital is 1,232,071.

During the course of the year, the Group also purchased 16,858 treasury shares with a further (522) redeemed as part of the Return of Capital resulting in 19,209 treasury shares being held on 31 August 2025 (2024: 2,873). This represented 0.2% of the called-up share capital of the Company (2024: 0.1%).

Dividend Policy

An interim dividend for 2025 of €0.24 cent per share was paid on 27 June 2025. The Group do not plan to make any further dividend payment for the year ended 31 August 2025.

Substantial holdings

As at 03 December 2025, the Company had received notification of the following interests in its ordinary share capital:

Name	Holding	%
Pageant Investments	121,795	9.89%
Peter Carey	73,796	5.99%
Ian Ireland	43,072	3.50%
Neil Duggan	39,600	3.21%
Nick Furlong	39,355	3.19%

Save for the interests referred to above, the Company is not aware of any person who is, directly or indirectly, interested in 3% or more of the issued share capital of the Company.

Financial instruments note

Due to the nature of its business, the Group is exposed to the effects of fluctuations in foreign currency exchange rates. To manage these exposures, the Group may at times enter into forward currency purchases. Further details are set out in notes to these financial statements.

Accounting records

The Directors believe that they have complied with the requirements of Section 281 to 285 of the Companies Act 2014 with regard to maintaining adequate accounting records by employing accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The accounting records of the Company are maintained at Unit 214, CoLab, ATU, Port Road, Letterkenny, Co Donegal.

Research and development

The Group subsidiary, IPM Potato Group Limited, has invested in potato variety innovation for over 50 years by funding the variety breeding programme at Oak Park Research Centre, Carlow, Ireland. The breeding programme uses the most current breeding techniques and does not utilise genetic modification (G.M.). The development of new and better potato varieties is one of the key elements for a vibrant and resourceful potato industry. IPM consistently release new varieties to cater for the ever-changing requirements of our customers worldwide.

Relevant audit information

The Directors believe that they have taken all steps necessary to make themselves aware of any relevant audit information and have established that the Group's statutory auditors are aware of that information. In so far as they are aware, there is no relevant audit information of which the Group's statutory auditors are unaware.

Audit Committee

The Group has an audit committee in place and full details are included in the corporate governance report on pages 10 to 14.

Directors Compliance Statement

The Directors acknowledge their responsibility for securing the Group's compliance with its relevant obligation in accordance with Section 225(2)(a) of the Companies Act 2014 and tax laws ("relevant obligations") and confirm the following:

- a compliance policy statement was reviewed during the year setting out the Group's policies.
- appropriate arrangements and structures that are, in the Directors' opinion, designed to secure material compliance have been put in place.
- and a review was conducted, during the financial year, of the arrangements and structures that have been put in place to secure the Group's compliance with its relevant obligations.

Corporate Governance

The Group's corporate governance policies and procedures including its system of internal control is set out on pages 10 to 14. The report on Corporate Governance is deemed to form part of the Directors Report.

Auditor

The auditor, BDO, has expressed its willingness to be re-appointed in accordance with Section 383(2) of the Companies Act 2014.

Tax status

The Company is not a close company under the provisions of the Taxes Consolidation Act 1997.

Subsidiary and associated undertakings

Information relating to subsidiary and associated undertakings is included in note 35 to the financial statements.

Political contributions

The Group did not make any political donations or incur any political expenditure during the year (2024: €Nil)

AGM

The Company's Annual General Meeting will take place at the Colab, ATU, Letterkenny, Co. Donegal on a date which will be announced in due course.

On behalf of the Board

Padraic Lenehan

Ian Ireland

Director

Director

The image shows two handwritten signatures in black ink. The signature on the left is for Padraic Lenehan, and the signature on the right is for Ian Ireland. Both signatures are stylized and cursive.

9 December 2025

Corporate Governance Report

Maintaining high standards of corporate governance continues to be a priority of the Directors of Donegal Investment Group plc. The Group has adopted corporate governance policies and procedures which the Board regard as being appropriate to the scale and complexity of the Group.

The Directors are accountable to the shareholders for good corporate governance, and this report addresses how the Group's policies and procedures have been applied.

The Board

The Group is controlled through its Board of Directors. The Board's main role is to oversee the operation of the Group, to provide leadership to the Group, to approve the Group's strategic objectives and to ensure that the necessary financial and other resources are made available to enable them to meet those objectives. The Board meets on a regular basis throughout the year, and certain matters are specifically reserved to the Board for its decision.

The specific responsibilities reserved to the Board include; setting Group strategy and approving an annual budget; reviewing operational and financial performance; approving major capital expenditure; reviewing the Group's systems of financial control and risk management; ensuring that appropriate management development and succession plans are in place; reviewing the environmental, health and safety performance of the Group; and ensuring that a satisfactory dialogue takes place with shareholders.

The Board has delegated the following responsibilities to management; the development and recommendation of strategic plans for consideration by the Board that reflect the longer-term objectives and priorities established by the Board; implementation of the strategies and policies of the Group as determined by the Board; monitoring of the operating and financial results against plans and budgets; prioritising the allocation of technical and human resources; and developing and implementing risk management systems.

Membership of the Board

It is our practice that a majority of the Board comprises Non-Executive Directors, considered by the Board to be independent (criteria for independence set out below). At present, there are five Non-Executive Directors and no Executive Directors. Biographical details are set out on page 3.

We consider the size and composition of the Board to be within a range which is appropriate. We also believe that the size of the Board is sufficiently large to enable its committees to operate effectively, while being dynamic and responsive to the needs of the Company.

The role of the Chairman

The Chairman leads the Board in the determination of its strategy and in the achievement of its objectives. The Chairman is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda. The Chairman facilitates the effective contribution of all Directors, ensures that Directors receive accurate, timely and clear information and manages effective communication with shareholders. Mr Geoffrey Vance has been Chairman of the Board since 2006.

Senior Independent Director

The Board has decided that it will not designate a recognised senior member other than the Chairman to whom concerns of other Board members can be conveyed as it does not consider it necessary.

Directors and Directors' Independence

All appointments to the Board are approved by the Nomination Committee. There are no formal time limits for service as Director although service periods are kept under ongoing review and at each annual general meeting of the Company, every Director who has been in office at the completion of each of the three preceding annual general meetings and who has not been submitted for re-election at any of the three preceding annual general meetings, shall retire from office. Mr Ian Ireland and Mr Padraic Lenehan stepped down from their full-time executive roles in February 2022 and redundancy settlements were made.

The Board comprises the Chairman (Non-Executive) and four Non-Executive Directors, including Mr Ian Ireland and Mr Padraic Lenehan who were previously executive directors. The Non-Executive Directors are of sufficient calibre and number that their views carry significant weight in the Board's decision making.

Directors have the right to ensure that any concerns they have, which cannot be resolved, about the running of the Group or a proposed action, are recorded in the Board minutes. In addition, upon resignation, a Non-Executive Director will be asked to provide a written statement to the Chairman, for circulation to the Board, if they have any such concerns.

The Directors are given access to independent professional advice at the Group's expense, when the Directors deem it necessary in order for them to carry out their responsibilities.

The Board believes that all Directors bring the appropriate judgement, knowledge and experience to the Board's deliberations. The Board has in place an annual process to evaluate the independence of Directors and the most recent review concluded that all the Non-Executive Directors are independent, notwithstanding the fact that a number have served on the Board for more than nine years. In reaching their conclusion, the Board considered principles relating to independence and have taken the view that independence is determined by a director's character, objectivity and integrity.

The Non-Executive Directors considered by the Board to be independent:

- have no close family ties with any of the Group's advisers, Directors or senior employees.
- hold no cross-Directorships or have significant links with other Directors through involvement in other companies or bodies; and are not significant shareholders.

Management Services

The Group has entered into consultancy agreements with Culkeen Consulting Limited, which is owned and operated by Non-Executive Director Mr Ian Ireland and Drumgornan Limited, which is owned and operated by Non-Executive Director Mr Padraic Lenehan. These companies will provide management services as required to support the strategy of the Board going forward.

Professional development

On appointment, all new Directors take part in an induction programme when they receive information about the Group, the role of the Board and the matters reserved for its decision, the terms of reference and membership of the principal Board and Board Committees, the Group's corporate governance practices and procedures, including the responsibilities delegated to Group senior management, and the latest financial information about the Group. This will typically be supplemented by meetings with key senior personnel. Throughout their period in office, the Directors are continually updated on the Group's business, the competitive and regulatory environments in which it operates, corporate social responsibility matters and other changes affecting the Group and the agriculture industry as a whole, by written briefings and meetings with senior personnel. Directors are also advised on appointment of their legal and other duties and obligations as a director, both in writing and in face-to-face meetings with the Company Secretary. They are also updated on changes to the legal and governance requirements of the Group and upon themselves as Directors.

Nomination Committee

The Nomination Committee at 31 August 2025 was comprised of two Non-Executive Directors, Geoffrey Vance, who acts as chairman and Patrick Kelly.

The Nomination Committee is responsible for proposing to the Board any new appointments, whether as Executive or Non-Executive Directors of the Company. Appointments to the Board are approved by the Board as a whole. In so doing, the Board considers the balance of skill, knowledge and experience on the Board which is necessary to allow it to meet the strategic vision for the Group. Newly appointed Directors are subject to election by shareholders at the Annual General Meeting following their appointment. Excluding any such newly appointed Directors, one third of the Board is subject to re-election each year.

Appointments to committees are for a period of up to three years which may be extended for two further three-year periods provided that the majority of the Committee members remain independent.

Performance evaluation

The Board has a formalised process in place for the annual evaluation of the performance of the Board, its principal Committees and individual Directors in line with Group policy.

As part of the performance evaluation process, the Non-Executive Directors meet annually without the Chairman present to appraise the Chairman's performance, having taken the views of the Executive Directors and the Company Secretary into account.

The Chairman conducts a formal evaluation of the performance of all Directors annually. Each Director is provided with feedback gathered from other members of the Board. This process covers the training and development needs of individual Directors, where appropriate. Performance is assessed against a number of measures, including the ability of the Director to contribute to the development of strategy, to understand the major risks affecting the Group and to commit the time required to fulfil the role. As part of that review process, the Chairman discusses with each individual their training and development needs and, where appropriate, agrees for suitable arrangements to be put in place to address those needs.

The Company Secretary

The Company Secretary role is provided by Mr Padraic Lenehan. The Company Secretary is responsible for advising the Board through the Chairman on all governance matters. All Directors have access to the advice and services of the Company Secretary. The Company's Articles of Association provide that the appointment and removal of the Company Secretary is a matter for the full Board.

Information

Regular reports and papers are circulated to the Directors in a timely manner in preparation for Committee meetings. These papers are supplemented by information specifically requested by the Directors from time to time.

The Directors receive monthly management accounts and regular management reports and information which enable them to review the Group's and management's performance against agreed objectives.

Communication with shareholders

The Company has regular dialogue with institutional and major shareholders throughout the year, other than during close periods. All Directors are available to meet with such shareholders throughout the year. The Company also encourages communication with shareholders throughout the year and welcomes their participation at general meetings. The views of the shareholders and the market in general are communicated to the Board on a regular basis, as are expressed views on corporate governance and strategy, as well as the outcome of analyst and broker briefings. Analyst reports on the Group are also circulated to the Board members on a regular basis. The Group's website, www.donegaligroup.com, provides the full text of the Annual Reports, Interim Management Statements and Half Yearly Financial Reports. These can be accessed through the Financial Statements section of the website. Stock Exchange announcements are also made available in the News section of the website, after release to the Irish Stock Exchange.

All Board members attend the Annual General Meeting and are available to answer questions. Separate resolutions are proposed on substantially different issues, and the agenda of business to be conducted at the Annual General Meeting includes a resolution to receive and consider the Annual Report and Financial Statements. The chairman of each of the Board's committees is available at the Annual General Meeting. Notice of the Annual General Meeting, together with the Annual Report and Financial Statements, are sent to shareholders at least twenty-one working days before the meeting, and details of the proxy votes for and against each resolution and the number of abstentions are announced after each vote on a show of hands.

Internal Control

An ongoing process exists for identifying, evaluating and mitigating the significant risks faced by the Group. This process is periodically reviewed by the Directors and has been in place throughout the accounting year and up to the date the financial statements were approved.

The Directors are responsible for the Group's system of internal control, set appropriate policies on internal control, seek regular assurance that will enable them to satisfy themselves that the system is functioning effectively and should ensure that the system of internal control is effective in managing risks in the manner which it has approved. Such a system is designed to manage rather than eliminate business risks and can provide only reasonable rather than absolute assurance against material misstatement or loss.

The Directors have continued to review the effectiveness of the Group's system of financial and non-financial controls during 2025, including operational and compliance controls, risk management and the Group's high-level internal control arrangements. These reviews have included an assessment of internal controls by management, management assurance of the maintenance of controls and considering reports from the external auditor on matters identified in the course of its statutory audit work.

The Group views the careful management of risk as a key management activity. Managing business risk to deliver opportunities is a key element of all activities. These business risks, which may be strategic, operational, reputational, financial or environmental, should be understood and visible. The business context determines in each situation the level of acceptable risk and controls.

Group management has delegated responsibility for major strategic development and financing decisions. Responsibility for operational issues is devolved, subject to limits of authority, to operating Company management. Management at all levels are responsible for internal control over the respective business functions they have been delegated. This embedding of the system of internal control throughout the Group's operations ensures that the organisation is capable of responding quickly to evolving business risks, and that significant internal control issues, should they arise, are reported promptly to appropriate levels of management.

The Board receives, on a regular basis, reports on the key risks to the business and the steps being taken to manage such risks. It considers whether the significant risks faced by the Group are being identified, evaluated and appropriately managed, having regard to the balance of risk, cost and opportunity.

The Directors consider that, given its size and complexity, the Group does not require an internal audit function.

The Audit Committee, a formally constituted sub-Committee of the Board, meets on a regular basis with the external auditor and considers any observations made by the auditor on matters identified in the course of its statutory audit work as part of satisfying itself as to the adequacy of the Group's internal control systems.

The Group operates procedures to ensure that appropriate arrangements are in place for employees to be able to raise, in confidence, matters of possible impropriety, with suitable subsequent follow-up action.

The preparation and issue of financial reports, including the consolidated financial statements is managed by the Group finance department. The Group's financial reporting process is controlled using documented accounting policies and reporting formats issued by the Group finance department. The Group finance department supports all reporting entities with guidance in the preparation of financial information. This process is supported by a network of finance managers throughout the Group, who have responsibility and accountability to provide information in keeping with agreed policies, including the completion of reconciliations of financial information to processing systems. The financial information for each entity is subject to a review at reporting Entity and Group level by senior management.

Attendance at meetings of the Board, the Remuneration Committee, the Audit Committee and the Nomination Committee

Eight meetings of the Board, four meetings of the Remuneration Committee, three meetings of the Audit Committee and one meeting of the Nomination Committee were held during the year ended 31 August 2025 and the attendance record of each Director is set out in the following table:

Name	Board		Remuneration		Audit		Nomination	
	A	B	A	B	A	B	A	B
Geoffrey Vance	7	7	1	1	-	-	-	-
Ian Ireland	7	7	-	-	2	2	-	-
Patrick Kelly	7	7	-	-	2	2	-	-
P Lenehan	7	7	-	-	-	-	-	-
Henry McGarvey	7	7	1	1	-	-	-	-

A – indicates the number of meetings held during the year the Director was a member of the Board and/or Committee

B – indicates the number of meetings attended during the year the Director was a member of the Board and/or Committee

Remuneration Committee

The Remuneration Committee is comprised of two Non-Executive Directors, Henry McGarvey, who acts as Chairman and Geoffrey Vance. When necessary, non-committee members are invited to attend. The Committee's principal responsibilities are:

- to determine, on behalf of the Board, the pay structures and terms and conditions of senior personnel (as identified by the Chairman of the Board).
- to determine, on behalf of the Board, the terms and conditions of any consultancy agreements entered into for the provision of management services to the Board.
- to act, on behalf of the Board, and take decisions related to pay and pay related matters, as the Chairman of the Board shall determine.
- to act, on behalf of the Board, and take significant decisions on matters such as remuneration policy, benefits, third party recommendations and related issues.

The report of the Remuneration Committee on behalf of the Board is set out on pages 16 to 17.

Audit Committee

The Audit Committee is comprised of two Non-Executive Directors – Patrick Kelly (Chairman) and Ian Ireland. The Committee held three formal meetings during year ended 2024. When necessary, non-committee members are invited to attend.

The Audit Committee monitors areas of risk and performance by the Group and ensures the integrity of the Group's financial statements. The Audit Committee is also responsible for monitoring the effectiveness of the external auditor and audit process and makes recommendations to the Board in relation to the appointment, re-appointment and remuneration of the external auditors. This responsibility also ensures an appropriate relationship between the Group and external audit is maintained, including the review of all non-audit services provided. The audit committee performs a self-evaluation annually and no issues were identified during the review.

The engagement of the external auditor to provide any non-audit services must be pre-approved by the Committee where the fee exceeds 20% of the audit fee. During the financial year to 31 August 2025, fees charged in relation to non-audit services by auditors BDO, the Group's external auditors, totalled €Nil (2024: €3,000).

The Audit Committee reviews annually the Group's systems of internal control and the processes for monitoring and evaluating the risks facing the Group. The Audit Committee meets with management as required and meets privately with the external auditor.

In the year ending 31 August 2025, the Audit Committee discharged its responsibilities by:

- reviewing the Group's financial statements for the year ended 31 August 2025, meeting and reviewing with the external auditor prior to Board approval of the financial statements.
- reviewing the appropriateness of the Group's accounting policies.
- reviewing the potential impact in the Group's financial statements of significant matters and changes arising during the year.
- reviewing and approving the audit fee and reviewing non-audit fees that may be payable to the Group auditor.
- considered the external auditor's plan for the audit of the Group's financial statements for 31 August 2025.
- confirmation of the external auditor's independence and terms of engagement.
- reviewing and redefining the Group's system of risk identification assessment and control to ensure their robustness and effectiveness.
- reporting to the Board on its review of the Group's systems and internal controls and their effectiveness to meet current, future, and strategic requirements.
- The Corporate Governance report forms part of the Directors' Report.

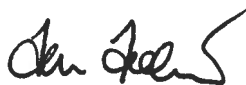
On behalf of the Board

Padraic Lenehan

Ian Ireland

Director

Director



9 December 2025

Corporate Social Responsibility Report

Donegal Investment Group plc is committed to promoting Corporate Social Responsibility (CSR) across the Group. The Group strives to operate best practice in corporate governance, the environment, health & safety and the community & social performance.

The environment

The Group is committed to complying with all environmental legislative and regulatory requirements in our operations, which are located in six countries. Donegal Investment Group plc recognises that good manufacturing practice must incorporate environmental management. The Group conducts its business activities in an environmentally responsible manner and endeavours to ensure that all adopted decisions consider the protection of the environment as documented in the Group's environmental policy.

Health and safety

Best practice in health & safety management is embedded in the Group's risk management processes and procedures and applied across the Group. Compliance is maintained through the health & safety officer, continuous high level of staff and management awareness and regular training.

Report of the Remuneration Committee

Composition of Remuneration Committee

The Remuneration Committee consists solely of Non-Executive Directors. The current members of the Remuneration Committee are Geoffrey Vance, and Henry McGarvey (Committee Chairman).

The terms of reference for the Committee are to determine the Group's policy on senior personnel remuneration and to consider and approve salaries and other terms of the remuneration package for senior personnel. The committee also consider and approve the terms and conditions of any consultancy agreements entered into by the Group for the provision of management services to the board.

Remuneration policy

The Group's policy on senior personnel remuneration recognises that employment and remuneration conditions for senior personnel must properly reward and motivate them to perform in the best interest of the shareholders. Performance related rewards, in which targets are measurable, are a key consideration.

The typical elements of the remuneration package for senior personnel are basic salary and benefits, incentive bonus, pensions and participation in the share option plan.

It is policy to grant options to certain key management across all locations to encourage identification with shareholders' interests.

Senior Personnel basic salary and benefits

The basic salaries of Senior Personnel are reviewed annually having regard to personal performance, Group performance, changes in responsibilities and competitive market practice in the area of operation. Employment related benefits consist principally of a car allowance and participation in the share option scheme.

Management Services

The terms and conditions of any consultancy agreements entered into by the Group for the provision of management services to the Board are considered and agreed by the Remuneration Committee. Details of consultancy agreements entered into with companies owned and controlled by Mr Ian Ireland and Mr Padraic Lenehan are disclosed as part of Related Parties Note 34 on page 90. Costs associated with these services are categorised as "Qualifying Services" in this report.

Incentive plan

Senior Personnel are entitled to receive bonus payments as the Remuneration Committee may decide at their absolute discretion.

Directors' remuneration and interests in share capital

Details of Directors' remuneration is given on pages 16 to 17; details of Directors' shareholdings are given on page 17.

Non-Executive Directors

The following information has been audited as part of the financial statements.

	2025	2024
	€	€
Non-Executive Directors		
Fees and other emoluments		
Fees ⁽²⁾	108,101	109,085
Qualifying Services ⁽⁴⁾	763,675	379,672
Other emoluments and benefits	-	-
Total Non-Executive Directors' remuneration	871,776	488,757
Average number of non-Executive Directors	5	5
Total Directors' Remuneration	871,776	488,757

Notes to Directors' Remuneration

1. The incentive plan is outlined on page 16.

2. Five non-Executive Directors received fees in 2025 (2024: Five).

3. Benefits above exclude employers PRSI contribution costs.

4. 'Qualifying services', in relation to any person, means his or her services as a director of the company and his or her services, while director of the company, as director of any of its subsidiary undertakings or otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings.

	Basic salary or fees	Annual incentive bonus	Benefits, Pensions & other related costs	Qualifying Services	2025 Total	2024 Total
Non-Executive Directors						
G Vance (Chairman)	47,382	-	-	-	47,382	47,383
P Kelly	15,413	-	-	-	15,413	15,413
H McGarvey	17,762	-	-	-	17,762	18,745
I Ireland	13,772	-	-	536,637	550,409	254,496
P Lenehan	13,772	-	-	227,038	240,810	152,720
	108,101	-	-	763,675	871,776	488,757

*P Lenehan and I Ireland were appointed as Non-Executive Directors on 1 March 2022 having previously served as Executive Directors.

Directors' and Secretary's interests in shares

The beneficial interests, including family interests, of the Directors and Secretary in office at 31 August 2025 in the ordinary shares of the Company at 31 August 2025 (or date of appointment, if later) are set out below:

	31 August 2025	31 August 2024
Directors:		
G Vance (Chairman)	29,502	36,044
I Ireland	43,072	52,622
P Kelly	1,040	1,271
P Lenehan	-	-
H McGarvey	5,849	7,146

Movements in shareholdings represent purchases/sales on the open market by the Non-Executive Directors.

Statement of Directors' Responsibilities

in respect of the annual report and the financial statements

The Directors are responsible for preparing the annual report and the Group and Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. As required by the ESM Rules, they are required to prepare the Group financial statements in accordance with IFRS as adopted by the EU. The Directors have elected to prepare the Company financial statements in accordance with IFRS as adopted by the EU and as applied in accordance with the Companies Act 2014.

Under company law the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company and of the Group's profit or loss for that year. In preparing each of the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- assess the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or Company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position of the Group and Company and the profit and loss of the Group and which enable them to ensure that the financial statements comply with the provision of the Companies Act 2014. The Directors are also responsible for taking all reasonable steps to ensure such records are kept by its subsidiaries which enable them to ensure that the financial statements of the Group comply with the provisions of the Companies Act 2014. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have a general responsibility for safeguarding the assets of the Company and the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are also responsible for preparing a Directors' report that complies with the requirements of the Companies Act 2014.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

Padraic Lenehan

Ian Ireland

Director

Director



9 December 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DONEGAL INVESTMENT GROUP PLC

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Donegal Investment Group plc ('the Company') and its consolidated undertakings ('the Group') for the year ended 31 August 2025, which comprise the Consolidated Statement of Profit or Loss and Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows and notes to the financial statements, including the summary of significant accounting policies set out in note 3. The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

In our opinion:

- the Group financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 31 August 2025 and of its profit for the year then ended;
- the Company statement of financial position gives a true and fair view of the assets, liabilities and financial position of the Company as at 31 August 2025;
- the Group financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the Company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union; and
- the Group financial statements and Company financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), as applied to other listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Group and Company's ability to continue as a going concern included:

- evaluation of management's going concern assessment including a review and challenge of assumptions embedded within their cash flow forecasts for a period of greater than one year from the date of signing of these financial statements,
- an assessment of the reasonableness and appropriateness of the key assumptions used in management's going concern assessment,
- a sensitivity analysis of management's cash flow forecast and an assessment of the resultant impact on their ability to continue as a going concern for a period of at least 12 months from the date of signing these financial statements. and
- assessing the adequacy of the disclosures in the financial statements regarding the directors' going concern assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined below, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Identifying risks

Our procedures to identify the risks of irregularities, including fraud included, amongst other matters:

- Assessing and evaluating fraud risk factors including consideration of incentive and pressure, opportunity and attitude of rationalisation that could lead to fraud;
- Gaining an understanding of the key controls in place with respect to the posting of journal entries and testing the design and implementation of identified key controls.
- Enquiring of management and those charged with governance, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected, or alleged fraud; and
 - reviewed accounting estimates for indications of possible management bias and the potential for fraudulent financial reporting
- Considered the risk of fraudulent revenue recognition as a significant risk and tailored our audit approach accordingly,

- Discussing among the engagement team, , regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

Audit response to risks identified

Our procedures to respond to risks identified included, amongst other matters:

- Identifying and testing journal entries, in particular those journal entries considered most susceptible to fraud;
- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance;
- challenging assumptions made by management in their significant accounting estimates and involving our internal valuation specialist to assess the reasonableness of the valuation methodology applied and key assumptions used in valuation of level 3 investments; and
- testing of revenue recognition, including the testing for existence, accuracy and the testing of journal entries specifically related to revenue (as a response to the fraud risk raised in respect of improper revenue recognition); and
- Gaining an understanding of the business rationale of unusual and large transactions, including those with related parties, outside the normal course of business.
-

We have also communicated relevant identified laws, regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud), including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter - Valuation of Unlisted Investment

As disclosed in Notes 2, 3, 6, 17, 29 and 34 of the financial statements, the Group has an investment in an unlisted entity (Utkal Seeds Limited) carried at €nil as at 31 August 2025 (2024: €737k). For the year ended 31 August 2025, the investment is accounted for at fair value through profit or loss (FVTPL). Management has performed an assessment to determine the fair value of the investment held as at 31 August 2025.

The assessment of the fair value requires management to exercise significant judgement in determining the appropriate valuation method to be applied and the key inputs used in the valuation model.

We have identified the valuation of the unlisted investment as a Key Audit Matter due to the material impact this investment has on the Group's financial statements, the complexity involved in determining its fair value and the significant audit effort required to address the identified risk, including the involvement of internal valuation specialists.
Related Disclosures
Refer to: <ul style="list-style-type: none"> • Note 2. Basis of preparation - use of estimates and judgements • Note 3. Significant accounting policies • Note 6. Segment reporting • Note 17. Other investments • Note 29. Financial instruments • Note 34. Related parties
Audit Response
<p>Our audit procedures included, but were not limited to;</p> <ul style="list-style-type: none"> • Obtaining an understanding of the process that management have undertaken to assess the fair value of the unlisted investment; • Obtaining and reviewing management's calculation to determine the fair value of the unlisted investment; • In consultation with our internal valuation specialists; <ul style="list-style-type: none"> o assess and challenge the key assumptions and methodology used by management in the fair value calculation; o consider alternative valuation methodologies and compare managements valuation with alternative outcomes; o verifying the accuracy and completeness of key inputs used in the valuation model; and o testing the mathematical accuracy of the valuation model. <p>We have also assessed the appropriateness, completeness and accuracy of the disclosures in Notes 2, 3, 6, 17, 29 and 34 to the financial statements for compliance with IFRS disclosure requirements.</p>

Key Audit Matter - Non-current assets held for sale
<p>As disclosed in Notes 2, 3, 33 and 36 of the financial statements, the Group has classified its investment in the IPM Group as a non-current asset held for sale as at 31 August 2025, in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations (as adopted by the European Union). Management's assessment requires significant judgement in evaluating whether the criteria for classification as held for sale have been met, including whether the asset is available for immediate sale and whether the sale is highly probable within 12 months from the date of classification as held for sale.</p> <p>IFRS 5 requires extensive disclosures regarding the nature of the transaction, key judgements, and the financial effects of the classification, which are critical for users' understanding and involve additional management judgement.</p>
Related Disclosures
Refer to: <ul style="list-style-type: none"> • Note 2. Basis of preparation - use of estimates and judgements

- Note 3. Significant accounting policies
- Note 33. Discontinued operations and Asset held for sale
- Note 36. Post balance sheet events

Audit Response

Our audit procedures included, but were not limited to;

- Evaluating management's assessment of the classification of the sub-group as held for sale, including reviewing the terms of the sale agreement, board approvals, and documentation on the status of the sale to assess compliance with IFRS 5.
- Assessing the probability and timing of the planned sale by examining, board minutes and other relevant evidence to determine if the sale is highly probable within 12 months of the year end date.
- Testing the measurement of the subsidiary by assessing whether the associated assets have been accounted for at the lower of cost and fair value less cost to sell.

We have also assessed the appropriateness of the disclosures in Notes 2, 3, 33, and 36 to the financial statements to assess whether they are complete, accurate, and compliant with the requirements of IFRS 5.

Our application of materiality

We define materiality as the magnitude of misstatement, including omissions, in the financial statements that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of a reasonably knowledgeable person taken on the basis of the financial statements. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality and performance materiality for the financial statements as a whole as follows:

For the purpose of our audit, we used overall Group materiality of €181,000, which represents approximately 8% of Group EBITDA for the year.

Performance materiality for the financial statements as a whole was set at €144,800.

We applied these thresholds, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial statements as a whole.

We chose EBITDA as the benchmark because, in our view, it is the key area of interest for the principal users of the financial statements.

We selected 8% based on our professional judgment and the perceived level of risk, noting that it is also within the range of commonly accepted income benchmarks.

We have reported unadjusted errors noted as part of our audit process above a clearly trivial level of 5% of materiality to Those Charged With Governance.

An overview of the scope of our audit

The scope of our audit was influenced by our application of materiality. As a result, our audit approach was developed by obtaining an understanding of the Group's and Company's activities, the key functions undertaken on behalf of the board and the overall control environment. Based on this understanding we assessed those aspects of the Group's and Company's financial statements which were most likely to give rise to a material misstatement. In particular, we looked at where the

directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Corporate governance statement

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (Ireland) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report set out on page 6 that describe the principal risks and procedures in place to identify emerging risks and explain how they are being managed or mitigated;
- the directors' confirmation set out on page 6 in the annual report that they have carried out a robust assessment of the emerging and principal risks together with its outcome, facing the Group and the Company;
- the directors' statement set out on page 7 in the annual report about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the Group's and the Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- the directors' explanation set out on page 7 in the annual report as to how they have assessed the prospects of the Group and the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group and the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions;
- the statement given by the directors that they consider the annual report and financial statements taken as a whole to be fair, balanced and understandable in relation to emerging and principal risks and provides the information necessary for shareholders to assess the Group's and the Company's position, performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems, covering all material controls, including financial, operational and compliance controls; and
- the section describing the work of the audit committee, including the significant issues that the audit committee considered relating to the financial statements, and how these issues were addressed does not appropriately address matters communicated by us to the audit committee is materially inconsistent with our knowledge obtained in the audit.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is

a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Companies Act 2014.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion, the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the Company statement of financial position in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion:

- the disclosures of directors' remuneration and transactions required by sections 305 to 312 of the Act are not made.
- the Company has not provided the information required by Section 1110N in relation to its remuneration report for the financial year 31 August 2025.
- the Company has not provided the information required by section 5(2) to (7) of the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017 for the year ended as at 31 August 2025 as required by the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) (amendment) Regulations 2018.

The Listing Rules of Euronext Dublin also require us to review:

- the Directors' statement, set out on page 7, in relation to going concern and longer-term viability;
- the part of the Corporate Governance Report on pages 10 relating to the Company's compliance with the provisions of the UK Corporate Governance Code and the Irish Corporate Governance Annex specified for our review; and
- certain elements of disclosures in the report to shareholders by the Board of Directors' remuneration committee.

We have nothing to report in these regards.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 18, the directors are responsible for the preparation of the financial statements and for being satisfied that they give

a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group and the 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 management either intends to liquidate the Group or the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 (Ireland) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at: https://iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Stewart Dunne
for and on behalf of
BDO
Dublin
Statutory Audit Firm

Date: 9 December 2025

Consolidated Statement of Profit or Loss and Comprehensive Income

for the year ended 31 August 2025

	Note	2025 Total	2024 Restated* Total
		€'000	€'000
Continuing operations			
Revenue	6	-	-
Cost of sales		-	-
Gross profit		-	-
Other income	7	3	52
Other expense	8	(736)	-
Distribution expenses		-	-
Administrative expenses		(1,154)	(805)
Profit/(loss) from operating activities		(1,887)	(753)
Finance income	11	85	90
Finance expenses	11	(11)	(8)
Net finance income/(expense)	11	74	82
Profit before income tax		(1,813)	(671)
Income tax expense	12	(1)	-
Profit for the year – continuing operations		(1,814)	(671)
Discontinued operations			
Profit for the year – from discontinued operations, net of tax	33	1,979	2,466
Profit for the year		165	1,795
Other comprehensive income			
Items that are or may be reclassified to profit			
Foreign currency translation differences for foreign operations	11	(18)	43
Other comprehensive income for the year		(18)	43

Total comprehensive income for the year	147	1,838
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	2025	2024
	€'000	€'000
Profit attributable to:		
Equity holders of the Company	113	1,815
Non-controlling interest	52	(20)
	165	1,795

Total comprehensive income attributable to:		
Equity holders of the Company	85	1,856
Non-controlling interest	62	(18)
	147	1,838

Earnings per share

Basic earnings per share (euro cent):

Continuing	25	(135.61)	(43.98)
Discontinued		144.15	163.34
		8.54	119.36

Diluted earnings per share (euro cent):

Continuing	25	(135.61)	(43.98)
Discontinued		144.15	163.34
		8.54	119.36

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Padraic Lenehan

Ian Ireland

Director

Director



Consolidated Statement of Financial Position

as at 31 August 2025

	Note	31 August 2025	31 August 2024
		€'000	€'000
Assets			
Property, plant and equipment	13	-	3,474
Goodwill	14	-	500
Intangible assets	14	-	35
Investment property	15	-	583
Other investments	17	-	737
Total non-current assets		-	5,329
Inventories	19	-	821
Biological assets	20	-	1,813
Trade and other receivables	21	835	4,296
Debt Instruments	22	-	7,110
Cash at bank	23	3,960	2,635
Current tax		4	-
Asset held for sale	33	13,647	-
Total current assets		18,446	16,675
Total assets		18,446	22,004
Equity			
Share capital	24	159	197
Share premium	24	2,975	2,975
Other reserves	24	(931)	(680)
Retained earnings		10,644	15,602
Total equity attributable to equity holders of the Company		12,847	18,094
Non-controlling interest		(530)	(592)
Total equity		12,317	17,502

Liabilities

Loans and borrowings	26	-	579
Deferred tax liabilities	18	-	115
Deferred income	28	-	160

Total non-current liabilities

Loans and borrowings	26	-	330
Trade and other payables	28	312	3,184
Liabilities directly associated with asset held for sale	33	5,817	-
Current tax		-	85
Bank overdraft	23	-	49

Total current liabilities

Total liabilities		6,129	3,648
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Total equity and liabilities

		18,446	22,004
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The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Padraic Lenehan

Ian Ireland

Director

Director



Company Statement of Financial Position

as at 31 August 2025

	Note	31 August 2025	31 August 2024
		€'000	€'000
Assets			
Property, plant and equipment	13	-	-
Intangible assets	14	-	-
Investment property	15	-	113
Investment in associates	16	-	-
Other investments	17	236	123
Total non-current assets		236	236
Trade and other receivables	21	25	59
Current tax		-	4
Debt Instruments	22	-	7,110
Cash at bank	23	3,778	995
Total current assets		3,803	8,168
Total assets		4,039	8,404
Equity			
Share capital	24	159	197
Share premium	24	2,975	2,975
Other reserves	24	1,058	1,281
Retained earnings		(602)	3,488
Total equity		3,590	7,941
Total non-current liabilities		-	-
Trade and other payables	28	449	463
Total current liabilities		449	463
Total liabilities		449	463
Total equity and liabilities		4,039	8,404

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Padraic Lenehan

Ian Ireland

Director

Director




Consolidated Statement of Changes in Equity

for the year ended 31 August 2025

Note	Share capital	Other undenominated capital	Share premium	Translation reserve	Reserve for own shares	Revaluation reserves	Treasury reserve	Retained earnings	Total	Non-controlling interest	Total equity
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Balance at 1 September 2024	197	1,140	2,975	(1,772)	-	-	(48)	15,602	18,094	(592)	17,502
Total comprehensive income/(expense) for the year											
Profit/(loss) for the year	-	-	-	-	-	-	-	113	113	52	165
Other comprehensive (expense)/income											
Foreign currency translation differences for foreign operations	-	-	-	(28)	-	-	-	-	(28)	10	(18)
Other comprehensive income/(expense)	-	-	-	(28)	-	-	-	-	(28)	10	(18)
Total comprehensive income/(expense) for the year	-	-	-	(28)	-	-	-	113	85	62	147
Transactions with owners recorded directly in equity											
Contributions by and distributions to owners											
Acquisition of treasury shares	-	-	-	-	-	-	(261)	-	(261)	-	(261)
Dividend paid	-	-	-	-	-	-	-	(291)	(291)	-	(291)
Share Redemption	(38)	38	-	-	-	-	-	(4,780)	(4,780)	-	(4,780)
Total contributions by and distributions to owners	(38)	38	-	-	-	-	(261)	(5,071)	(5,332)	-	(5,332)
Balance at 31 August 2025	159	1,178	2,975	(1,800)	-	-	(309)	10,644	12,847	(530)	12,317

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

	Note	Share capital	Other undenominated capital	Share premium	Translation reserve	Reserve for own shares	Revaluation reserves	Treasury reserve	Retained earnings	Total	Non-controlling interest	Total equity
		€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Balance at 1 September 2023		197	1,140	2,975	(1,813)	-	-	-	13,787	16,286	(574)	15,712
Total comprehensive income/(expense) for the year												
Profit/(loss) for the year		-	-	-	-	-	-	-	1,815	1,815	(20)	1,795
Other comprehensive (expense)/income												
Foreign currency translation differences for foreign operations		-	-	-	41	-	-	-	-	41	2	43
Other comprehensive income/(expense)		-	-	-	41	-	-	-	-	41	2	43
Total comprehensive income/(expense) for the year		-	-	-	41	-	-	-	1,815	1,856	(18)	1,838
Transactions with owners recorded directly in equity												
Contributions by and distributions to owners												
Acquisition of treasury shares		-	-	-	-	-	-	(48)	-	(48)	-	(48)
Total contributions by and distributions to owners		-	-	-	-	-	-	(48)	-	(48)	-	(48)
Balance at 31 August 2024		197	1,140	2,975	(1,772)	-	-	(48)	15,602	18,094	(592)	17,502

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Company Statement of Changes in Equity

for the year ended 31 August 2025

	Note	Share capital	Other undenominated capital	Share premium	Reserve for own shares	Other reserve	Revaluation reserve	Treasury reserve	Retained earnings	Total
		€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Balance at 31 August 2023		197	1,140	2,975	-	189	-	-	4,155	8,656
Loss for the year		-	-	-	-	-	-	-	(667)	(667)
Total comprehensive income for the year		-	-	-	-	-	-	-	(667)	(667)
Transactions with owners recorded directly in equity										
Acquisition of treasury shares	24	-	-	-	(48)	-	-	-	-	(48)
Total contributions by and distributions to owners		-	-	-	(48)	-	-	-	-	(48)
Balance at 31 August 2024		197	1,140	2,975	(48)	189	-	-	3,488	7,941
Profit for the year		-	-	-	-	-	-	-	981	981
Total comprehensive income for the year		-	-	-	-	-	-	-	981	981
Transactions with owners recorded directly in equity										
Acquisition of treasury shares	24	-	-	-	(261)	-	-	-	-	(261)
Dividend paid	24	-	-	-	-	-	-	-	(291)	(291)
Share Redemption	24	(38)	38	-	-	-	-	-	(4,780)	(4,780)
Total contributions by and distributions to owners		(38)	38	-	(261)	-	-	-	(5,071)	(5,332)
Balance at 31 August 2025		159	1,178	2,975	(309)	189	-	-	(602)	3,590

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 August 2025

	Note	2025	2024
		€'000	€'000
Cash flows from operating activities			
Profit for the year		165	1,795
Adjustments for:			
Depreciation	13	493	422
Amortisation of intangibles	14	26	4
Amortisation of capital grant		1	-
Change in fair value of investment property	15	35	(43)
Change in fair value of other investment	17	736	-
Release of warranty provision		(53)	
Net finance income		142	(376)
Interest charge in relation to lease arrangements		53	41
Gain on sale of property, plant and equipment		(70)	(38)
MTM Revaluation of Debt Instruments		-	(24)
Income tax benefit		686	410
Change in inventories		(482)	(386)
Change in trade and other receivables		(1,125)	1,093
Change in trade and other payables		505	266
Cash (used in)/generated from operating activities		1,112	3,164
Interest paid		(18)	(21)
Income tax (paid)/refund		(498)	(202)
Net cash from operating activities		596	2,941
Cash flows from investing activities			
Interest received		48	152
Proceeds from sale of investment property		112	-
Dividend received from associate		37	225
Proceeds from sale of property, plant and equipment		77	38
Disposal of discontinued operations, net of cash disposed of		-	-
Acquisition of property, plant and equipment		(396)	(206)

Acquisition of intangibles	14	(117)	(10)
Net cash generated from investing activities		(239)	199
Cash flows from financing activities			
Disposal/(Acquisition) of Debt Instruments	22	7,086	(7,086)
Payment of finance lease liabilities	26	(464)	(364)
Dividend paid		(291)	-
Share Redemption		(4,780)	-
Purchase of treasury shares		(261)	(48)
Net cash used in financing activities		1,290	(7,498)
Net decrease/increase in cash and cash equivalents		1,647	(4,358)
Cash and cash equivalents at start of year		2,586	6,942
Effect of exchange rate fluctuations on cash held		(2)	2
Cash and cash equivalents at end of year	23	4,231	2,586

(Cash and cash equivalents at end of year of €4.23m are inclusive of cash at bank (net of overdraft) of €3.96m and cash at bank classified as asset held for sale of €0.27m)

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

Company Statement of Cash Flows

for the year ended 31 August 2025

	Note	2025	2024
		€'000	€'000
Cash flows from operating activities			
Profit/(Loss) for the year		981	(667)
Adjustments for:			
Depreciation	13	-	-
Change in fair value of investment property	15	-	(43)
Release of warranty provision		(53)	-
MTM Revaluation of Debt Instruments		-	(24)
Profit on sale of subsidiary		-	-
Net finance income		(2,074)	(82)
Income tax		-	-
Change in trade and other receivables		55	(29)
Change in trade and other payables		(66)	(187)
Cash used in from operating activities		(1,157)	(1,032)
Interest paid		(11)	-
Net cash from operating activities		(1,168)	(1,032)
Cash flows from investing activities			
Interest received		48	91
Dividends received from subsidiary		2,000	-
Dividend received from associate		37	224
Proceeds from sale of subsidiary		-	-
Proceeds from repayment of subsidiary loan		-	3,500
Proceeds from disposal of investment property		112	-
Net cash generated from investing activities		2,197	3,815

Cash flows from financing activities

Disposal/(Acquisition) of Debt Instruments	22	7,086	(7,086)
Dividend Paid	24	(291)	-
Share Redemption	24	(4,780)	-
Purchase of treasury shares	24	(261)	(48)
Net cash used in financing activities		1,754	(7,134)
Net decrease in cash and cash equivalents		2,783	(4,351)
Cash and cash equivalents at start of year		995	5,346
Cash and cash equivalents at end of year	23	3,778	995

The notes on pages 39 to 92 are an integral part of these consolidated financial statements.

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1. Reporting entity

Donegal Investment Group plc (the “Company”) is a public Company incorporated, domiciled and tax resident in the Republic of Ireland listed on Euronext Dublin exchange. The Company’s registered office is at Colab, ATU, Letterkenny, Co. Donegal. The consolidated financial statements of the Company as at and for the year ended 31 August 2025 consolidate the financial statements of the Company and its subsidiaries (together referred to as the “Group”) and include the Group’s interest in associates using the equity method of accounting. The Company financial statements deal with the Company as a single entity. The Group is primarily involved in the development, purchase and sale of seed potatoes and the rental and sales of property assets.

The consolidated and Company financial statements were authorised for issuance on 8 December 2025.

2. Basis of preparation

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards and Interpretations (together IFRS) issued by the International Accounting Standards Board (IASB) and adopted by the European Union (‘EU IFRS’). The Company financial statements have been prepared in accordance with EU IFRS, as applied in accordance with the Companies Act 2014, which permits a Company that publishes its consolidated and Company financial statements together to take advantage of the exemption in Section 304 of the Companies Act 2014 from presenting to its members its Company income statement and related notes that form part of the approved Company financial statements.

The Standards and Interpretations applied were those that were effective for accounting year ending on or before 31 August 2025. There were no changes to the Group’s or Company’s accounting policies as a result of the adoption of new or amended IFRS and IFRIC interpretations.

(b) Basis of preparation

The financial statements are presented in euro, which is the Company’s functional currency. All financial information presented in euro is rounded to the nearest thousand. They are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, investment property and biological assets.

The financial statements have been prepared on the going concern basis. The Directors have reviewed the Group’s business plan for the next 24 months and other relevant information and have a reasonable expectation that the Group will continue in operational existence for the foreseeable future.

(c) Use of estimates and judgements

The preparation of financial statements requires management to make judgements and estimates that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Judgements

In preparing these financial statements, the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were largely consistent with those that applied in prior years, impairment of trade receivables (note 21 and note 29), classification of shareholding in Utkal Seeds Limited as an investment (note 17), fair value of biological assets (note 19), recognition of deferred tax assets (note 18) and measurement of financial assets (other investments) (note 17).

The estimates and underlying assumptions applied in the measurement of transactions, assets and liabilities are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

3. Significant accounting policies

The accounting policies set out below have been applied consistently by the Company in the Company financial statements and throughout the Group for the purposes of the consolidated financial statements.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has exposure or rights to variable returns and the ability to affect those returns through its power over an investee. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Associates

Associates are those entities for which the Group has significant influence, but not control, over the financial and operating policies. The consolidated financial statements include the Group's share of the total change in net assets of associates on an equity accounted basis, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations to make payments on behalf of an associate. When the associate is classified as held for sale, equity accounting ceases.

(iii) Transactions eliminated on consolidation

Intragroup balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated to the extent of the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(iv) Non-controlling interests

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(v) Loss of control

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

(vi) Investments in subsidiaries and associates

These are in relation to the separate financial statements of the Company. Investments in subsidiaries and associates are carried at cost less impairment.

(b) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the exchange rates ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign exchange differences arising on translation are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rates at the date that the fair value was determined. However, foreign currency differences arising from the translation of an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss) are recognised in OCI.

(ii) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to euro at exchange rates at the reporting date. The income and expenses of foreign operations are translated to euro at exchange rates at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised in other comprehensive income and presented in the translation reserve in equity, except to the extent that the translation difference is allocated to NCI. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost these are reclassified to profit or loss as part of the gain or loss on disposal.

(c) Financial instruments

(i) Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Classification under IFRS 9

Financial assets:

Trade and other receivables	Amortised cost
Other investments	FVOCI
Cash and cash equivalents	Amortised cost
Derivative financial assets	Fair value – hedging instrument

Financial liabilities:

Trade and other payables	Liabilities at amortised cost
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Trade and other receivables

Trade receivables are initially measured at their transaction price and other receivables are initially measured at fair value and are thereafter measured at amortised cost using the effective interest method less any provision for impairment.

A provision for impairment of trade and other receivables is recognised based on the expected credit losses ('ECL') for those trade and other receivables. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls related to the receivable.

Loss allowances are based on lifetime ECLs, except for the following which are measured as 12-month ECLs:

- Trade receivables.
- Other receivables which have been determined to be low risk at the reporting date; and
- Other receivables for which there has not been a significant increase in credit risk (i.e. the risk of a default occurring) at the reporting date since the other receivable first originated.

A rating system has been utilised in relation to other receivables. A significant increase in credit risk is determined to have occurred if the rating of this system disimproves by a predetermined amount.

Trade receivables are considered to be in default if repayment is considered unlikely or if the trade receivable is more than 365 days past due. Other receivables are considered to be in default if repayment is considered unlikely or if the receivable is not collected within the agreed terms.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a receivable. 12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the receivable is less than 12 months).

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Non-derivative financial instruments are recognised initially at fair value plus/less any directly attributable transaction costs. Subsequent to initial recognition non-derivative financial instruments are measured at fair value, with changes therein recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits and are accounted for at amortised cost. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Accounting for finance income and expense is discussed in note 3(o).

Equity investments

Equity investments held by the Group and Company are measured at fair value through profit or loss ('FVTPL'). Net gains or losses, including any interest or dividend income, are recognised in profit or loss.

Other

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

(ii) Derivative financial instruments

The Group holds derivative financial instruments to economically hedge its foreign currency risk exposures. Derivatives are initially valued at fair value; any directly attributable costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, with changes therein recognised in profit or loss.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

(d) Share capital**(i) Ordinary shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

(ii) Repurchase of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to share premium.

(iii) Redeemable Ordinary Shares

Redeemable ordinary shares are redeemable shares at the option of the Company at which time they are presented as equity. On approval of redemption by the Company these redeemable ordinary shares are presented within current liabilities.

(e) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost or deemed cost less accumulated depreciation and accumulated impairment losses (see accounting policy 3(h)). Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment and reviewed for impairment annually.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised within 'other income' in profit or loss.

(ii) Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified as investment property. Any gain arising on remeasurement is recognised directly in other comprehensive income and presented in the revaluation reserve in equity. Any loss is recognised immediately in profit or loss.

(iii) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that it will produce additional future economic benefits embodied within the part that will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iv) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

- buildings: 20 years
- plant and equipment: 10 years
- fixtures and fittings: 4 – 10 years
- motor vehicles: 4 – 10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(f) Intangible assets

(i) Goodwill

Goodwill/negative goodwill arises on the acquisition of subsidiaries and associates. Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date control is transferred to the Group. Control exists when the Company has the exposure or rights to variable returns and the ability to affect those returns through its power over the investee.

For acquisitions, the Group measures goodwill at the acquisition date as follows:

- The fair value of the consideration transferred; plus
- The recognised amount of any non-controlling interests in the acquiree; plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- The net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss. Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred. Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured, and settlement is accounted for in equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

Subsequent measurement

Goodwill is measured at cost less any accumulated impairment losses. In respect of associates, the carrying amount of goodwill is included in the carrying amount of the investment.

(ii) Research and development

Expenditure on research activities is recognised in the profit or loss as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group intends to and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit or loss as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

(iii) Other intangible assets

Intangible assets that are acquired by the Group in a business combination are recognised initially at their fair value at the date of acquisition, being their cost to the Group and subsequently at cost less accumulated amortisation and impairment losses. Other intangible assets that are acquired by the Group are measured at cost less accumulated amortisation and impairment losses. Expenditure on internally generated goodwill and brands is recognised in profit or loss as an expense as incurred.

(iv) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit and loss as incurred.

(v) Amortisation

Amortisation is charged to profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives are as follows:

- Computer software: 4 years
- Customer lists and brand related intangibles: 3 – 10 years

(g) Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, for use in the production or supply of goods and services or for administrative purposes. Investment properties are measured at fair value with any change therein recognised in profit or loss. An external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and category of property being valued, values the portfolio every twelve months.

When the use of an investment property changes such that it is reclassified as property, plant and equipment, the fair value at the date of reclassification becomes its deemed cost for subsequent accounting purposes.

(h) Impairment

(i) Goodwill

Goodwill is subject to impairment testing on an annual basis at a consistent time each year and at any time an impairment indicator is considered to exist. Impairment is determined by comparing the carrying amount to the recoverable amount of the groups of CGUs to which the goodwill relates. The recoverable amount is the greater of fair value less costs to sell and value-in-use. When the recoverable amount of the groups of CGUs is less than the carrying amount an impairment loss is recognised.

Where goodwill forms part of a group of CGUs and part of the operation within that unit is disposed of the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the portion of the group of CGUs retained.

In the year in which a business combination occurs and the goodwill arising affects the goodwill allocation to CGUs the groups of CGUs are tested for impairment prior to the end of that year. Impairment losses on goodwill are recognised in the Consolidated Income Statement and are not reversed following recognition.

(ii) Impairment of non-financial assets

Long-term tangible and intangible assets that are subject to depreciation or amortisation are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the Consolidated Income Statement for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. When assessing impairment assets are grouped at the lowest levels for which there are separately identifiable cash flows. Non-financial assets that have suffered impairment losses are reviewed for possible reversal of the impairment at each reporting date. The impairment loss is only reversed to the extent that the asset's carrying amount does not exceed that which would have been determined had no impairment been recognised.

(iii) Impairment of financial assets

For trade receivables, the Group applies the simplified approach permitted by IFRS 9. The Group's impairment policy is explained in the Trade and other receivables note.

(i) Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available. Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

(j) Provisions

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(k) Revenue

(i) Goods sold

Revenue represents the fair value of the sale consideration received for the goods supplied to third parties, after deducting discounts and settlement price adjustments estimated based on individual customer arrangements and historical experience and exclusive of value added tax. Revenue is recognised when control of the products has transferred, which is usually upon shipment, or in line with terms agreed with individual customers. In general, revenue is recognised to the extent that the Group has satisfied its performance obligations to the buyer and the buyer has obtained control of the goods or services. Revenues are recorded when there is no unfulfilled obligation on the part of the Group. Revenues are recorded based on the price specified in the sales invoices/contracts net of actual and estimated returns, settlement price adjustments, rebates and any discounts granted and in accordance with the terms of sale. Accumulated experience is used to estimate returns, rebates and discounts using the expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. Estimated settlement price adjustments and discounts granted to customers are classified as a reduction of revenues and netted off the related trade receivable balances.

(ii) Rental income

Rental income from the Group's investment properties is recognised as other income in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

(l) Government grants

Government grants are recognised initially as deferred income when there is reasonable assurance that it will be received and that the Group will comply with the conditions associated with the grant. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are recognised. Grants that compensate the Group for the cost of an asset are recognised in profit or loss as other operating income on a systematic basis over the useful life of the asset.

(m) Leases

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

(i) Leased assets

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as other property and equipment above.

(ii) Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments.
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.
- amounts expected to be payable under a residual value guarantee.
- the exercise price under a purchase option that the Group is reasonably certain to exercise.
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, to the extent that the right-of-use asset is reduced to nil, with any further adjustment required from the remeasurement being recorded in profit or loss.

(iii) Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for lease of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(n) Finance income and expenses

Finance income comprises interest income on funds invested, dividend income and net foreign exchange gains. Interest income is recognised in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance expenses comprise interest expense on borrowings, net foreign exchange losses and net losses on financial assets at FVTPL. All finance expenses are recognised in profit or loss using the effective interest method.

(o) Income tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries and associates to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. For investment property that is measured at fair value deferred tax is provided at the rate applicable to the sale of the property except for that part of the property that is depreciable and the Group and the Company's business model is to consume substantially all of the value through use. In the latter case the tax rate applicable to income is used.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(p) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group's business and geographical segments. The Group's primary format for segment reporting is based on business segments. The business segments are determined based on the Group's management and internal reporting structure.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly investments (other than investment property) and related revenue, loans and borrowings and related expenses, corporate assets (primarily the Company's headquarters) and head office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill, including amounts arising in business combinations.

(q) Discontinued operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operation that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is represented as if the operation had been discontinued from the start of the comparative period.

(r) Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

(s) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Biological assets are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

(t) Exceptional Items

Exceptional items are those that are separately disclosed by virtue of their nature or amount in order to highlight such items within the Statement of Profit or Loss and Comprehensive Income and results for the year. Examples of such items may include significant restructuring programmes, profits or losses on termination of operations, litigation costs and settlements and significant impairments of assets. Group management exercises judgement in assessing each particular item which, by virtue of their scale or nature, should be highlighted and disclosed in the Statement of Profit or Loss and Comprehensive Income and notes to the Group Financial Statements as

exceptional items. Exceptional items are included within the Statement of Profit or Loss and Comprehensive Income caption to which they relate and are separately disclosed in the notes to the Group Financial Statements.

(u) Asset held for sale

A non-current asset or a group of assets containing a non-current asset (a disposal group) is classified as held for sale if its carrying amount will be recovered principally through sale rather than through continuing use, it is available for immediate sale and sale is highly probable within one year. On initial classification as held for sale, non-current assets and disposal groups are measured at the lower of carrying amount and fair value less costs to sell with any adjustments taken to profit or loss. The same applies to gains and losses on subsequent remeasurement although gains are not recognised in excess of any cumulative impairment loss. Any impairment loss on a disposal group first is allocated to goodwill, and then to remaining assets and liabilities on a pro rata basis, except that no loss is allocated to stocks, financial assets, deferred tax assets, employee benefit assets, biological assets and investment property, which continue to be measured in accordance with the Company's accounting policies and any equity accounted investee is no longer equity accounted. Intangible assets and tangible fixed assets once classified as held for sale are not amortised or depreciated.

(v) New standards and interpretations

Standards and interpretations applicable for the annual period beginning on or after 1 January 2025

The accounting policies adopted are consistent with those of the previous year except for the following new and amended IFRS and IFRIC interpretations adopted by the Group and Company in these financial statements.

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability

Standards and interpretations published, but not yet applicable for the annual period beginning on 1 January 2025

IFRS 18 Presentation and Disclosure in Financial Statements (applicable for annual periods beginning on or after 1 January 2027, but not yet endorsed in the EU)

IFRS 19 Subsidiaries without Public Accountability – Disclosures (applicable for annual periods beginning on or after 1 January 2027, but not yet endorsed in the EU)

Amendments to IFRS 9 and IFRS 7 Classification and Measurement of Financial Instruments (applicable for annual periods beginning on or after 1 January 2026)

New and amended standards and interpretations issued but not yet effective or early adopted

A number of new accounting standards and interpretations have been issued but are not yet effective for the Group. The relevant accounting standards and interpretations for the Group in the current financial year are not expected to have a material impact on the Group.

4. Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Investment property

External independent valuers, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued, value the Group's investment property portfolio every year. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation in an orderly transaction between market participants after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

In the absence of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated cash flows expected to be received from renting out the property taking into account expected rental growth rates, void periods, occupancy rates and lease incentive costs. A yield that reflects the specific risks inherent in the net cash flows is then applied to the net annual cash flows to arrive at the property valuation.

Valuations reflect, when appropriate: the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting vacant accommodation, and the market's general perception of their creditworthiness; the allocation of maintenance and insurance responsibilities between the Group and the lessee; and the remaining economic life of the property.

(ii) Investments in equity and debt securities

The fair value of financial assets is determined by reference to their quoted closing bid price at the reporting date. Where investments do not have a quoted bid price their fair value is estimated by the Directors based on recent market transactions and other information available at the reporting date.

(iii) Trade and other receivables and trade and other payables

The fair value of trade and other receivables and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. Where the time to maturity or settlement is less than twelve months, the cost of the item is deemed to reflect its fair value.

(iv) Derivatives

The fair value of forward exchange contracts is based on their listed market price, if available. If a listed market price is not available, the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs.

(v) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the Group's market rate of interest at the reporting date. For finance leases the market rate of interest is determined by reference to similar lease agreements.

(vi) Share-based payment transactions

The fair value of employee stock options are measured at the closing market price at year end less the exercise price of the instrument.

5. Financial risk management

Overview

The Group has exposure to the following risks:

- credit risk.
- liquidity risk.
- market risk.
- currency risk; and
- capital management

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Credit risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer, with the default risk of those customers being impacted by economic and legal changes in their sectors, primarily being the agricultural sector. Customers are subject to initial credit checks including trade references with credit limits reviewed regularly based on purchasing and payment performance. New customers are subject to restricted credit limits until a credit history is established. Due to the established nature of the businesses and customer relationships, the majority of customers have long-standing trading histories with the Group. Management ensure that, where possible, suitable credit arrangements or letters of credit are in place before dealing with new customers outside Ireland and the UK.

Goods are sold subject to retention of title clauses, so that in the event of non-payment the Group may have a secured claim.

The Group establishes an allowance for impairment that represents its estimate of expected credit losses in respect of trade and other receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures.

The Group applies the simplified approach to providing for expected credit losses (ECLs) permitted by IFRS 9 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the trade receivables.

All allowance for impairment of trade and other receivables is established on both the ECLs and information available that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability the debtor will enter bankruptcy or financial reorganisation and default in payments are considered indicators that the receivable is impaired. The amount of the impairment allowance is the difference between the assets carrying amount and the present value of the estimated future cashflows. The amount of the impairment allowance is recognised in the Income Statement.

ECLs, except for the following, are measured as 12-month ECLs:

- Other receivables which have been determined to be low risk at the reporting date; and

- Other receivables for which there has not been a significant increase in credit risk (i.e. the risk of a default occurring) at the reporting date since the other receivable first originated.

A rating system has been utilised in relation to other receivables. A significant increase in credit risk is determined to have occurred if the rating of this system disimproves by a predetermined amount.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a receivable. 12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the receivable is less than 12 months).

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

At 31 August 2025, the Group had committed bank facilities of €8.4m (31 August 2024: €8.4m), including a Group overdraft facility of €8.4m (31 August 2024: €8.4m) for working capital requirements.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income and expenses or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

At times, the Group buys forward contracts in order to manage market risks although the use of such instruments is limited.

Currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than the respective functional currencies of Group entities, primarily the Euro (€) and Sterling (GBP). The principal exposure relates to transactions denominated in GBP from entities with Euro functional currencies.

Overdrafts and borrowings are denominated in currencies that match the cash flows generated by the underlying operations of the Group, primarily Euro and GBP. This provides an economic hedge. In 2025 and 2024, the group entered into a foreign exchange hedge to further mitigate foreign currency exposure.

Capital management

The Group considers that its capital comprises share capital, share premium, retained earnings and other reserves (excluding the translation, non-controlling interest and share options reserves) which amounted to €14.9m, at 31 August 2025 (2024: €19.9m).

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital, which the Group defines as net operating income divided by total shareholders' equity, excluding non-controlling interests. The Board of Directors also monitor the level of dividends to ordinary shareholders. An interim dividend for 2025 of €0.24 cent per share was paid on 27 June 2025.

From time to time the Company purchases its own shares on the market; the timing of these purchases depends on market prices. Primarily the shares are intended to be used for awarding shares under the Group's share option programme.

As approved by shareholders at the Extraordinary General Meeting held on 29 November 2024, the Company was authorised to redeem up to 290,222 Redeemable Ordinary Shares. 290,222 Ordinary Shares (approximately 19.06 per cent of each Shareholder's total holding of Ordinary Shares) as at the conversion date of 20 January 2025 were converted into Redeemable Ordinary Shares and redeemed at €16.50 per share. On redemption, these shares were cancelled from the issued share capital of the Company with €38k being credited to the Company's Other Undenominated Capital. €4,780,000 was paid during the period in relation to the redemption of Redeemable Ordinary shares.

During the course of the year, the Group also purchased 16,858 treasury shares with a further (522) redeemed as art of the Return of Capital resulting in 19,209 treasury shares being held on 31 August 2025 (2024: 2,873). This represented 0.2% of the called-up share capital of the Company (2024: 0.1%).

6. Segment reporting

Business segments

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports that are regularly reviewed by the chief operating decision maker (CODM) which the Group has identified to the Board of Directors in order to allocate resources to the segments and to assess their performance.

Produce: The growing, sales and distribution of seed potatoes and rental and sale of related property assets.

Dairy: The manufacture, sale and distribution of dairy products. Information relevant to this segment, the activities of which are classified as a discontinued operation, is included in note 33.

The main factors employed in the identification of the single segment include:

- the Group's organisational structure
- the nature of reporting lines to the Chief Operating Decision Maker
- the structure of internal reporting documentation such as management accounts and budgets
- Segment performance is evaluated based on operating profit. Given that net finance costs, taxation, share based payments and exceptional income and costs are managed on a centralised basis, these items are not allocated to the operating segment for internal reporting purposes and in the segmental analysis below.
- Geographical segments
- The Group operates in three geographical segments: Ireland; Europe and the Rest of the World. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of business segments. Segment assets are based on the geographical location of the assets.
- Information regarding the results of the reportable segment is included below. Performance is measured based on segment operating profit/(loss) as included in the internal management reports that are reviewed by the Group's CODM. Segment operating profit is used to measure performance, as such information is the most relevant in evaluating the results of the Group's segment. Segment results, assets and liabilities include all items directly attributable to a segment. Segment capital expenditure is the total amount incurred during the year to acquire segment assets that are expected to be used for more than one accounting year, excluding expenditure relating to business combinations.

	Produce		Total – Group	
	2025	2024*	2025	2024*
	€'000	€'000	€'000	€'000
Group				
Revenue – continuing operations	-	-	-	-
Segmental result from continuing operations before exceptional items	(1,887)	(753)	(1,887)	(753)
Change in fair value of investment property			-	-
Net finance income/expense			74	82
Income tax expense			(1)	-
Loss for the year– continuing operations			(1,814)	(671)

*As restated to reflect the effect of discontinued operations

	Produce		Total – Group	
	2025	2024	2025	2024
	€'000	€'000	€'000	€'000
Segment assets	839	11,522	839	11,522
Asset held for sale			13,647	-
Debt Instruments			-	7,110
Other investments			-	737
Cash at bank (unallocated)			3,960	2,635
Total assets as reported in Group Balance Sheet			18,446	22,004
Segment liabilities	312	3,544	312	3,544
Bank overdraft (unallocated)			-	49
Liabilities directly associated with asset held for sale			5,817	-
Loans and borrowings (unallocated)			-	909
Total liabilities as reported in Group Balance Sheet			6,129	4,502

Other segment information

Capital expenditure	-	216	-	216
Depreciation and amortisation	-	426	-	426
Change in fair value of investment property and other assets	-	43	-	43

	Ireland		Europe		Rest of world		Total – Group	
	2025	2024*	2025	2024*	2025	2024*	2025	2024*
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Total revenue from external customers								
(by origin)	-	-	-	-	-	-	-	-
Segment assets as reported in Group Balance Sheet	17,148	17,198	3,910	3,734	946	1,072	22,004	18,446
Capital expenditure	-	-	-	-	-	-	-	-

*As restated to reflect the effect of discontinued operations

Entity-wide disclosures

Information about products and service

The Group determines that the categories used in investor presentations can be used to meet the objective of the disaggregation disclosure requirement in paragraph 114 of IFRS 15, which is to disaggregate revenue from contracts with customers into categories that depicts how the nature, amount, timing and uncertainty of revenue and cashflows are affected by economic factors.

The following table illustrates the disaggregation disclosure by principal products and services to external customers.

	Produce	
	2025	2024*
	€'000	€'000
Seed potatoes	-	-
	-	-

*As restated to reflect the effect of discontinued operations

The Group had one customer that comprised greater than 10% of its total revenue in the year ended 31 August 2025 which is classified as a discontinued operation (2024: One)

7. Other income – continuing operations

	2025	2024*
	€'000	€'000
Income from investment property rentals	3	9
Change in fair value of investment property	-	43
	3	52

*As restated to reflect the effect of discontinued operations

8. Other expense – continuing operations

	2025	2024*
	€'000	€'000
Change in fair value of other investment	(736)	-
	(736)	-

*As restated to reflect the effect of discontinued operations

9. Personnel expenses

All Personnel expenses and Employee numbers are related to Discontinued operations with the exception of the Company and Directors.

Group

Employees

The average number of persons employed by the Group during the year was as follows:

	2025	2024
	Number	Number
Production	36	33
Administration	16	15
	52	48

The staff costs for the year for the above employees were:

	2025	2024
	€'000	€'000
Wages and salaries	2,918	2,693
Social welfare costs	395	347
Retirement benefit (note 27)	209	180
	3,522	3,220

The Director's costs for the year were:

	2025	2024
	€'000	€'000
Wages and salaries (including compensation for loss of office or other termination benefits)	108	109
Social welfare costs	-	-
Retirement benefit (note 27)	-	-
Fees paid for Qualifying Services to Non-Executive Directors*	764	380
	872	489

*Qualifying services, in relation to any person, means his or her services as a director of the company and his or her services, while director of the company, as director of any of its subsidiary undertakings or otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings

Company

Employees

The average number of persons employed by the Company during the year was as follows:

	2025	2024
	Number	Number
Administration	-	-

	-	-
--	---	---

The staff costs for the year for the above employees were:

	2025	2024
	€'000	€'000
Wages and salaries (including compensation for loss of office or other termination benefits)	19	25
Social welfare costs	1	1
Retirement benefit (note 27)	-	-
	20	26

The Director's costs for the year were:	2025	2024
	€'000	€'000
Wages and salaries (including compensation for loss of office or other termination benefits)	108	109
Social welfare costs	-	-
Retirement benefit (note 27)	-	-
Fees paid for Qualifying Services to Non-Executive Directors*	764	380
	872	489

*Qualifying services', in relation to any person, means his or her services as a director of the company and his or her services, while director of the company, as director of any of its subsidiary undertakings or otherwise in connection with the management of the affairs of the company or any of its subsidiary undertakings

10. Statutory and other information

The profit for the year has been arrived at after charging the following amounts:

	2025	2024
	€'000	€'000
Grant income	-	-
Depreciation	494	422
Amortisation of intangible assets	25	4
Auditor's remuneration – Group:		
– audit fees	67	67
– other non-audit services	-	-
Auditor's remuneration – Company:		
– audit fees	25	25

11. Finance income and expense – continuing operations*

	2025	2024*
	€'000	€'000
Recognised in profit or loss		
Interest income on loan stock	-	-
interest income on cash on deposit		3
Interest income on Debt Instruments	48	87
Net foreign exchange gain	-	-
Dividends received	37	-
Finance income	85	90
Interest expense on bank loans and overdraft	(11)	(8)
Net foreign exchange loss	-	-
Finance expense	(11)	(8)
Net finance expense/(income) recognised in profit or loss	74	82

*As restated to reflect the effect of discontinued operations

	2025	2024*
	€'000	€'000
Recognised directly in other comprehensive income		
Foreign currency translation differences for foreign operations	(18)	43
Finance income recognised in other comprehensive income, net of tax	(18)	43

Finance income recognised in other comprehensive income, net of tax

Recognised in:

Translation reserve	(28)	41
Non-Controlling interest	10	2
	(18)	43

12. Income tax expense – continuing operations

	2025	2024*
	€'000	€'000
Current tax expense		
Current year	-	-
Adjustment in respect of prior years	1	-
	1	-

Deferred tax credit

Origination and reversal of temporary differences	-	-
	-	-
	1	-

Income tax expense

*As restated to reflect the effect of discontinued operations

	2025	2024
	€'000	€'000
Tax reconciliation		
Profit for year before tax – continuing activities	(1,813)	(671)
Tax at 12.5% (2024: 12.5%)	(227)	(84)
Expenses not allowable for tax purposes	133	1
Income not taxable	-	(3)
Income taxed at higher rate	(9)	(10)
Franked investment income	5	-
Management charges utilised	33	6
Losses relief utilised	65	90
Origination and reversal of temporary timing differences	-	-
Adjustment in respect of prior years	1	-
Income tax expense	1	-

*As restated to reflect the effect of discontinued operations

13. Property, plant and equipment

	Land and buildings	Plant and equipment	Fixtures and fittings	Motor vehicles & tanks	Total
	€'000	€'000	€'000	€'000	€'000
Group					
Cost					
Balance at 1 September 2023	1,986	4,376	580	586	7,528
Additions	95	308	21	257	681
Reclassification from Intangible Assets	-	-	(4)	-	(4)
Disposals	-	(151)	(9)	-	(160)
Effect of movements in exchange rates	24	194	1	4	223
Balance at 31 August 2024	2,105	4,727	589	847	8,268
Balance at 1 September 2024	2,105	4,727	589	847	8,268
Additions	24	364	33	409	830
Disposals	-	(14)	(19)	(223)	(256)
Reclassification to Intangible Assets	-	-	(2)	-	(2)
Effect of movements in exchange rates	(38)	(169)	(2)	(5)	(214)
Assets transferred to held for sale	(2,091)	(4,908)	(599)	(1,028)	(8,626)
Balance at 31 August 2025	-	-	-	-	-
Depreciation and impairment losses					
Balance at 1 September 2023	1,130	2,461	593	346	4,530
Depreciation for the year	122	192	14	94	422
Reclassification to Intangible Assets	-	-	(92)	-	(92)
Elimination on disposal	-	(132)	(9)	-	(141)
Effect of movements in exchange rates	13	60	1	1	75
Balance at 31 August 2024	1,265	2,581	507	441	4,794
Balance at 1 September 2024	1,265	2,581	507	441	4,794
Depreciation for the year	120	212	14	148	494
Elimination on disposal	-	(14)	(17)	(191)	(222)
Effect of movements in exchange rates	(21)	(74)	(2)	(3)	(100)
Assets transferred to held for sale	(1,364)	(2,705)	(502)	(395)	(4,966)
Balance at 31 August 2025	-	-	-	-	-

Carrying amounts

At 1 September 2023	856	1,915	(13)	240	2,998
At 31 August 2024	840	2,146	82	406	3,474
At 1 September 2024	840	2,146	82	406	3,474
At 31 August 2025	-	-	-	-	-

	Land and buildings	Plant and equipment	Fixtures and fittings	Total
	€'000	€'000	€'000	€'000

Company**Cost**

Balance at 1 September 2023	-	40	12	52
Additions	-	-	-	-
Balance at 31 August 2024	-	40	12	52
Balance at 1 September 2024	-	40	12	52
Additions	-	-	-	-
Balance at 31 August 2025	-	40	12	52

Depreciation

Balance at 1 September 2023	-	40	12	52
Depreciation for the year	-	-	-	-
Balance at 31 August 2024	-	40	12	52
Balance at 1 September 2024	-	40	12	52
Depreciation for the year	-	-	-	-
Balance at 31 August 2025	-	40	12	52

Carrying amounts

At 1 September 2023	-	-	-	-
At 31 August 2024	-	-	-	-
At 1 September 2024	-	-	-	-
At 31 August 2025	-	-	-	-

The Company holds no leases (2024: None).

Right of use assets

The Group presents right-of-use assets in 'property, plant and equipment', in the same line item as it presents underlying assets of the same nature that it owns. The movement in the Group's right-of-use assets is as follows:

	Land and buildings	Plant and equipment	Fixtures and fittings	Motor vehicles	Total
	€'000	€'000	€'000	€'000	€'000
Group					
At 1 September 2023, net carrying amount	190	627	9	181	1,007
Additions during the year	48	175	-	251	474
Disposals during the year	-	(19)	-	-	(19)
Depreciation charge during the year	(82)	(75)	(5)	(78)	(240)
Translation adjustment	-	12	-	-	12
At 31 August 2024, net carrying amount	156	720	4	354	1,234
At 1 September 2024, net carrying amount	156	720	4	354	1,234
Additions during the year	1	118	26	290	435
Disposals during the year	-	-	(1)	(7)	(8)
Depreciation charge during the year	(82)	(91)	(6)	(123)	(302)
Translation adjustment	-	-20	-	(2)	(22)
Assets transferred to held for sale	(75)	(727)	(23)	(512)	(1,337)
At 31 August 2025, net carrying amount	-	-	-	-	-

14. Intangible assets

	Goodwill	Software	Acquisition related intangibles	Total
	€'000	€'000	€'000	€'000
Group				
Cost				
Balance at 1 September 2023	500	272	86	858
Additions	-	10	-	10
Reclassification from Fixture and Fittings	-	4	-	4
Disposals	-	(2)	-	(2)
Balance at 31 August 2024	500	284	86	870
Balance at 1 September 2024	500	284	86	870
Additions	-	117	-	117
Reclassification from Fixture and Fittings	-	2	-	2
Disposals	-	-	-	-
Assets transferred to held for sale	(500)	(403)	(86)	(989)
Balance at 31 August 2025	-	-	-	-
Amortisation and impairment losses				
Balance at 1 September 2023	-	179	60	239
Amortisation for year	-	4	-	4
Reclassification from Fixture and Fittings	-	92	-	92
Balance at 31 August 2024	-	275	60	335
Balance at 1 September 2024	-	275	60	335
Amortisation for year	-	26	-	26
Reclassification from Fixture and Fittings	-	-	-	-
Assets transferred to held for sale	-	(301)	(60)	(361)
Balance at 31 August 2025	-	-	-	-

Carrying amounts

At 1 September 2023	500	93	26	619
At 31 August 2024	500	9	26	535
At 1 September 2024	500	9	26	535
At 31 August 2025	-	-	-	-

Intangible assets are amortised to the profit or loss over their estimated useful lives as follows: Software – 4 years; Acquisition related intangibles – 3 to 10 years.

Acquisition related intangibles include licenses and customer and brand related intangibles.

Impairment testing for cash generating units containing goodwill

For the purposes of impairment testing, goodwill is allocated to the Group's specific business to which the goodwill originally derived, which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

	2025	2025	2025	2024	2024
	Seed Potatoes	Transferred to Asset held for sale	Total	Seed Potatoes	Total
	€'000	€'000	€'000	€'000	€'000
Goodwill at the end of the year	500	(500)	-	500	500

Goodwill acquired through business combinations has been allocated to the above CGU for the purpose of impairment testing. The Group tests goodwill for impairment annually or more frequently if there are indicators that goodwill may be impaired. The recoverable amounts of the CGU are based on value in use calculations.

The key assumptions used to assess the recoverable amount of cash generating units and related impairment are as per below.

The cash flows are based on management approved budgets for FY2026 projected forward for an additional four years. The growth within the projections assumes an annual increase of 2% (2024: 2%), reflecting inflation and no other growth. For the purpose of calculating the terminal value, a terminal growth rate of 0% has been used.

The cashflow forecasts are discounted using appropriate risk adjusted discount rates averaging 6.0% (2024: 6.0%) reflecting the risk associated with the individual future cash flows and the risk-free rate.

The Group assesses the uncertainty of the above estimates by performing a sensitivity analysis. Management believes, therefore, that any reasonable change in any of the key assumptions would not cause the carrying value of the goodwill to exceed the recoverable amount.

No impairment of goodwill was identified in 2025 as a result of this review (2024: €Nil).

Intangible assets

Software

€'000

Company

Cost

Balance at 1 September 2023	56
Additions	-
Balance at 31 August 2024	56
Balance at 1 September 2024	56
Additions	-
Balance at 31 August 2025	56

Amortisation and impairment losses

Balance at 1 September 2023	55
Amortisation for the year	-
Balance at 31 August 2024	56
Balance at 1 September 2024	55
Amortisation for the year	-
Balance at 31 August 2025	56

Carrying amounts

At 1 September 2023	-
At 31 August 2024	-
At 1 September 2024	-
At 31 August 2025	-

15. Investment property

	2025	2024
	€'000	€'000
Group		
Balance at start of year	583	540
Disposal	(113)	-
Change in fair value	(35)	43
Asset transferred to held for sale	(435)	-
Balance at end of year	-	583

Investment property, comprising land and buildings, is held for capital appreciation and/or rental income and is not occupied by the Group. The Group disposed of one property asset in 2025 and its interest in an office block building has been transferred to Asset held for sale. The Group recognised rental income of €52,000 of which €49,000 classified as discontinued income from investment properties in the year ended 31 August 2024 (2024: €66,000, of which €57,000 classified as discontinued income) with no repairs or maintenance costs incurred (2024: Nil)

	2025	2024
	€'000	€'000
Company		
Balance at start of year	113	70
Reclassification from property plant and equipment	-	-
Disposal	(113)	-
Change in fair value	-	43
Balance at end of year	-	113

Measurement of fair value

(i) Fair value hierarchy

The fair value of investment property within the Group is determined by external registered independent appraisers having an appropriate recognised professional qualification and with recent experience in the location and category being valued. In general, valuations have been undertaken having regard to comparable market transactions between informed market participants at the 'highest and best use'. All of the investment property at 31 August 2024 was valued in accordance with consultation with external experts.

The fair value measurement for investment property of €435,000 (2024: €583,000) has been categorised as a Level 3 fair value based on the input to the valuation technique used (see Note 4).

(ii) Level 3 fair value

The table above reflects the reconciliation from opening balance to closing balance for Level 3 fair values.

A fair value movement of (€35,000) was identified in 2024 (2024: €43,000) in relation to Group investment property.

A fair value movement of Nil was identified in 2024 (2024: €43,000) in relation to Company investment property.

Valuation technique and significant unobservable inputs

The following table shows the valuation techniques used in measuring the fair value of investment property, as well as the significant unobservable inputs used. The comparable market transaction method is used for land held for sale or capital appreciation. The discounted cash flow approach is used for buildings that are sublet to third parties.

Analysis of carrying value by valuation technique

	2025	2024
	€'000	€'000
Comparable market transactions	435	583

Valuation Technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Comparable market transactions: This method of valuation is used for land held for sale or capital appreciation. The value is based on comparable market transactions after discussion with independent registered property appraisers.	Ireland Comparable market price	The estimated fair value would increase/(decrease) if: Comparable market prices were higher/(lower)

16. Investment in associates

Group

The Group's share of after tax profits in its associates for the year was €Nil (2024: €Nil).

	2025 Investment in associate	2025 Loans to associate	2025 Total	2024 Investment in associate	2024 Loans to associate	2024 Total
	€'000	€'000	€'000	€'000	€'000	€'000
Balance at start of year	-	-	-	224	-	224
Reversal of impairment of investment	-	-	-	-	-	-
Repayment of equity investment in associate	-	-	-	(224)	-	(224)
Balance at end of year	-	-	-	-	-	-

Investments in associates comprise of North Western Livestock Holdings Limited (NWLH). The impairment of the original equity investment in NWLH was reversed in FY23 with repayment of the investment in FY24.

	2025 Investment in Associate	2025 Loans to Associate	2025 Total	2024 Investment in Associate	2024 Loans to Associate	2024 Total
	€'000	€'000	€'000	€'000	€'000	€'000
Company						
Balance at start of year	-	-	-	224	-	224
Reversal of impairment of investment	-	-	-	-	-	-
Repayment of equity investment in associate	-	-	-	(224)	-	(224)
Balance at end of year	-	-	-	-	-	-

17. Other investments

	2025	2024
	€'000	€'000

Group

Non-current investments

Other investments	-	737
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The Group holds a 19.85% stake in Utkal Seeds Limited (Utkal) at 31 August 2025 which was valued at €737,000 at 31 August 2024. The Group also holds convertible loan stock in this company, totalling €805,000 ((2024: €540,000) including interest accrued at 31 August 2025. This asset will be retained by Group following the completion of the sale of IPM. The Group has provided a further €146,000 convertible loan to Utkal on 12 November 2025 confirming its commitment to support the growth plan of Utkal management into the future.

The directors believe the share conversion rate agreed for this recent loan represents the best indicator of the true carrying value of the Group's investment in Utkal. As such, the fair value of unquoted shares has been written down to €Nil (2024: €737,000) leaving a convertible loan including interest accrued of €805,00 at 31 August 2025.

	2025	2024
	€'000	€'000

Movement during the year

Balance at start of year	737	737
Fair value movement of equity investments	(737)	-
Balance at end of year	-	737

The Group holds a 19.85% stake in Utkal Seeds Limited (Utkal) at 31 August 2025 which was valued at €737,000 at 31 August 2024. The Group also holds convertible loan stock in this company, totalling €805,000 ((2024: €540,000) including interest accrued at 31 August 2025. This asset will be retained by Group following the completion of the sale of IPM. The Group has provided a further €146,000 convertible loan to Utkal on 12 November 2025 confirming its commitment to support the growth plan of Utkal management into the future.

The directors believe the share conversion rate agreed for this recent loan represents the best indicator of the true carrying value of the Group's investment in Utkal. As such, the fair value of unquoted shares has been written down to €Nil (2024: €737,000) leaving a convertible loan including interest accrued of €805,00 at 31 August 2025.

The Group's exposure to credit, currency and interest rate risks related to other investments is disclosed in note 29.

	2025	2024
	€'000	€'000

Company

Non-current investments

Investments in subsidiaries	123	123
Transfer of Donegal Potatoes Limited	113	-
Balance at end of year	236	123

Donegal Potatoes Limited, formerly a subsidiary of IPM Potato Group Limited was transferred to Donegal Investment Group at 27 August 2025.

	2025 Equity investments	2025 Investments in subsidiaries	2025 Total	2024 Equity investments	2024 Investments in subsidiaries	2024 Total
	€'000	€'000	€'000	€'000	€'000	€'000
Movement during the year						
Balance at start of year	-	123	123	-	123	123
Transfer of Donegal Potatoes Limited	-	113	113	-	-	-
Balance at end of year	-	236	236	-	123	123

Donegal Potatoes Limited, formerly a subsidiary of IPM Potato Group Limited was transferred to Donegal Investment Group at 27 August 2025.

18. Deferred tax assets and liabilities

Group

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
	€'000	€'000	€'000	€'000	€'000	€'000
Property, plant and equipment	-	-	(147)	(129)	(147)	(129)
Other investments	-	-	-	-	-	-
Tax losses forward	-	8	-	-	-	8
Other adjustments	2	6	-	-	2	6
Deferred tax assets/(liabilities)	2	14	(147)	(129)	(147)	(115)
Set off of tax	(2)	(14)	2	14	2	-
Liability transferred to held for sale	-	-	145	-	145	-
Net deferred tax liabilities	-	-	-	(115)	-	(115)

Company**Recognised deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
	€'000	€'000	€'000	€'000	€'000	€'000
Property, plant and equipment	-	-	-	-	-	-
Other investments	-	-	-	-	-	-
Tax losses forward	-	-	-	-	-	-
Deferred tax assets/(liabilities)	-	-	-	-	-	-
Set off of tax	-	-	-	-	-	-
Net deferred tax assets	-	-	-	-	-	-

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Balance at 1 Sep 2023	Recognised in profit or loss (1)	Recognised in other comprehensive income	Balance at 31 Aug 2024	Recognised in profit or loss (1)	Recognised in other comprehensive income	Transferr ed to Asset held for sale	Balance at 31 Aug 2025
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Group								
Property, plant and equipment	(67)	(62)	-	(129)	(18)	-	147	-
Other deferred tax asset	75	(61)	-	14	(12)	-	(2)	-
Net deferred tax liabilities	8	(123)	-	(115)	(30)	-	145	-

19. Inventories

	2025	2024
	€'000	€'000
Group		
Packaging and other stocks	1,246	821
Asset transferred to held for sale	(1,246)	-
Balance at end of year	-	821

20. Biological Stock

	2025	2024
	€'000	€'000
Group		
Balance at start of year	1,813	1,366
Additions	1,626	1,652
Harvested stock charged to profit and loss	(1,598)	(1,422)
Movement in fair value of stock	13	191
Foreign exchange movement	(50)	26
Asset transferred to held for sale	(1,804)	
Balance at end of year	-	1,813

Fair value hierarchy

The fair value measurements for the Group's biological assets have been categorised as level 3 fair values based on the inputs to the valuation techniques used which are not based on observable market data.

Valuation technique and significant unobservable inputs

The fair value of biological assets is determined by management using a discounted cashflow approach and the table below summarises the unobservable inputs used for seed potatoes.

Product	Valuation Technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Seed potatoes	Discounted cashflows This method of valuation considers the present value of the net cashflows expected to be generated by the biological assets. The cashflow projections include estimates of yields based on test digs allowing for 5% weight loss, sales prices, production and harvest costs including storage and grading. The expected net cashflows are discounted using a risk-adjustment factor to factor in volatility of weather, production and pricing and future farming costs.	Inclusive of <ul style="list-style-type: none"> estimated yields based on historical yields that are adjusted to reflect current growing conditions, variety of product and farm locations estimated cash inflows based on forecast pricing estimated production, harvesting and transportation costs risk adjusted discount rates 	The estimated fair value would increase/(decrease) if: <ul style="list-style-type: none"> estimated yields were higher/(lower) estimated potato prices were higher/(lower) estimated production, harvesting and transportation costs were lower/(higher) the risk-adjusted discount rates were lower/(higher)

21. Trade and other receivables

	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Group				
Current trade and other receivables				
Trade receivables	3,428	(3,420)	8	2,596
Value added tax	118	(97)	21	164
Loan to other investments*	645	-	645	434
Prepayments	1,181	(1,020)	161	1,102
	5,372	(4,537)	835	4,296

*Carrying Balance prior to transfer to asset held for sale

* Loan carries an interest rate of 12% with no fixed maturity date.

	2025	2024
	€'000	€'000
Company		
Current trade and other receivables		
Other receivables due from subsidiary undertakings	-	-
Trade receivable	3	36
Value added tax	21	18
Prepayments	1	5
	25	59

The Group and Company exposure to credit and currency risks and impairment losses related to trade and other receivables are disclosed in note 29.

22. Debt Instruments

	2025	2024
	€'000	€'000
Group		
Listed and unlisted debt instruments	-	7,110
	-	7,110

The Group acquired a Short Term German Bond on 25 July 2024 at a cost of €7,086,450 which matured on 16 October 2024.

	2025	2024
	€'000	€'000
Company		
Listed and unlisted debt instruments	-	7,110
	-	7,110

Fair values

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

At 31 August 2025 and 31 August 2024, the Group recognised and measured the following financial instruments at fair value:

	2025	2025	2025	2025
	Total	Level 1	Level 2	Level 3
	€'000	€'000	€'000	€'000
Bond investments	-	-	-	-

	2024	2024	2024	2024
	Total	Level 1	Level 2	Level 3
	€'000	€'000	€'000	€'000
Bond investments	7,110	7,110	-	-

Valuation techniques and significant unobservable inputs

Class of financial instruments measured at fair value	Level	Valuation technique	Significant unobservable inputs
Equity investment	Level 1	Fair value is based on quoted price in active market.	Not applicable

23. Cash and cash equivalents

	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Group				
Cash at bank	5,296	(1,336)	3,960	2,635
Bank overdraft	(1,065)	1,065	-	(49)
Bank balances net of overdrafts due within one year	4,231	(271)	3,960	2,586

*Carrying Balance prior to transfer to asset held for sale

	2025	2024
	€'000	€'000
Company		
Cash at bank	3,778	995
Bank Overdraft	-	-
Bank balances including overdrafts due within one year, net	3,778	995

At the year end, there was a Group facility with the bank which allows for legal offset of the Group and certain subsidiary bank balances. These amounts are presented gross on the statement of financial position as there was no intention to settle net these balances. The Company's bank overdraft is repayable on demand and used for cash management purposes. The Group's and Company's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 29.

24. Capital and reserves

	Ordinary Shares of €0.13 each		Redeemable Ordinary Shares of €0.13 each		Deferred Shares of €0.13 each		Total
	Number	€'000	Number	€'000	Number	€'000	€'000
Authorised							
Balance at start of year	50,000,000	6,500	1,307,190	170	1,307,190	170	6,840
Amendment to the capital in the period	-	-	(1,016,968)	(132)	(1,016,968)	(132)	(264)
Balance at end of year	50,000,000	6,500	290,222	38	290,222	38	6,576
Issued, called up and fully paid							
Balance at start of year	1,522,293	197	-	-	-	-	197
Converted in the period	(290,222)	(38)	290,222	38	-	-	-
Redeemed in the period	-	-	(290,222)	(38)	-	-	(38)
Balance at end of year	1,232,071	159	-	-	-	-	159

As approved by shareholders at the Extraordinary General Meeting held on 29 November 2024, the authorised share capital of the Company was decreased from €6,840,000 to €6,576,000 by, inter alia, the creation of an additional 290,222 Redeemable Ordinary Shares of €0.13 each and 290,222 Deferred Shares of €0.13 each.

The Ordinary Shares and the Redeemable Ordinary Shares rank *pari passu*. A Deferred Share has no rights other than a right to participate in any surplus arising on the winding up of the Company up to the nominal amount paid up on the Deferred Share.

Share redemption

As approved by shareholders at the Extraordinary General Meeting held on 29 November 2024, the Company was authorised to redeem up to 290,222 Redeemable Ordinary Shares. 290,222 Ordinary Shares (approximately 19.06 per cent of each Shareholder's total holding of Ordinary Shares) as at the conversion date of 20 January 2025 were converted into Redeemable Ordinary Shares and redeemed at €16.50 per share. On redemption, these shares were cancelled from the issued share capital of the Company with €38k being credited to the Company's Other Undenominated Capital. €4,780,000 was paid during the period in relation to the redemption of Redeemable Ordinary shares.

As part of the share redemption, a member could notify the Company before the conversion of his Ordinary Shares of his unwillingness to have some of his Ordinary Shares converted into Redeemable Ordinary Shares. The directors could convert up to 290,222 of the existing Ordinary Shares into Redeemable Ordinary Shares. Whereby a member notified the Company in accordance with section 83 of the Companies Act 2014 of his unwillingness to have any of his Ordinary Shares converted into Redeemable Ordinary Shares, that percentage of his Ordinary Shares which would have been converted into Redeemable Ordinary Shares shall instead be converted into Deferred Shares. No such notifications from members were received in advance of the redemption.

Following the Return of Capital, the Company's issued Ordinary Share Capital is 1,232,071.

Share premium

Share premium represents the excess amount received above nominal value on issuance of ordinary shares.

Translation reserve

The translation reserve comprises cumulative foreign currency differences arising from the translation of the net assets of foreign operations until the investments are derecognised.

Reserve for own shares

The reserve for the Company's own shares comprised the cost of the Company's shares held by the Group.

The Group purchased 16,858 treasury shares during the financial year 31 August 2024 (2024: 2,873) with 522 being redeemed following the Return of Capital. The Group holds 19,209 in treasury shares at 31 August 2025 (2024: 2,873)

Revaluation reserve

The revaluation reserve relates to the revaluation of property, plant and equipment and includes revaluation gains or losses upon the reclassification of property, plant and equipment to investment property. Following a review of the Revaluation Reserve carrying value (€3,382,000 at 31 August 2022) it was concluded that this balance should be transferred to Retained Earnings as the properties associated with this balance have now been fully realised.

Dividends

An interim dividend for 2025 of €0.24 cent per share was paid on 27 June 2025. The Group do not plan to make any further dividend payment for the year ended 31 August 2025.

25. Earnings per share

The calculation of basic and diluted earnings/(loss) per share is set out below:

	2025	2024
	€'000	€'000
Profit attributable to ordinary shareholders		
Profit for the year – continuing operations	(1,814)	1,795
Profit for the year – discontinued operations	1,979	-
Profit for the year	165	1,795
Profit attributable to ordinary shareholders	113	1,815

	2025	2024
	Number	Number
Weighted average number of ordinary shares in thousands of shares		
Weighted average number of ordinary shares in issue for the year	1,345	1,522
Weighted average number of treasury shares	(8)	(2)
Denominator for basic earnings per share	1,337	1,520
Effect of share options in issue	-	-
Weighted average number of ordinary shares (diluted) at end of year	1,337	1,520

	2025	2024
Earnings per share:		
<i>Basic earnings per share (euro cent):</i>		
Continuing	(135.61)	119.36
Discontinued	144.15	-
	8.54	119.36
<i>Diluted earnings per share (euro cent):</i>		
Continuing	(135.61)	119.36
Discontinued	144.15	-
	8.54	119.36

26. Loans and borrowings

Group

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group's exposure to interest rate, foreign currency and liquidity risk, see note 29.

	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Non-current liabilities				
Lease liabilities	599	(599)	-	579
	599	(599)	-	579
Current liabilities				
Lease liabilities	359	(359)	-	330
	359	(359)	-	330
Total	958	(958)	-	909

*Carrying Balance prior to transfer to asset held for sale

Terms and debt repayment schedule

Terms and conditions of outstanding loans were as follows:

	Currency	Nominal interest rate	Year of maturity	2025* Face value	2025* Carrying amount	2024 Face value	2024 Carrying amount
				€'000	€'000	€'000	€'000
Lease liabilities	eur	2 - 6%	2025-2030	1,053	958	983	909
Total interest-bearing liabilities				1,053	958	983	909

*Carrying Balance prior to transfer to asset held for sale

Lease liabilities

Lease liabilities are payable as follows:

	Future minimum lease payments 2025*	Interest 2025*	Present value of minimum lease payments 2025*	Future minimum lease payments 2024	Interest 2024	Present value of minimum lease payments 2024
	€'000	€'000	€'000	€'000	€'000	€'000
Less than one year	406	47	359	368	38	330
Between one and two years	332	31	301	303	23	280
Between two and three years	204	14	190	208	10	198
Between three and four years	95	3	92	86	3	83
Between four and five years	16	-	16	18	-	18
	1,053	95	958	983	74	909

*Carrying Balance prior to transfer to asset held for sale

The maturity of non-current borrowing is as follows:

	2025*	2024
	€'000	€'000
Between 1 and 2 years	301	280
Between 2 and 6 years	298	299
	599	579

*Carrying Balance prior to transfer to asset held for sale

Reconciliation of movements of interest-bearing loans and borrowings to cashflows arising from financing activities

	Other adjustments	Lease liabilities	Share capital and share premium	Other res & retained earnings & NCI	Total
	€'000	€'000	€'000	€'000	€'000
Balance at 1 September 2023	(445)	802	3,172	12,540	16,069
Changes from financing cashflows					
Lease repayments	-	(364)	-	-	(364)
Total changes from financing cashflows	-	(364)	-	-	(364)
New leases incl interest	-	471	-	-	471
Other changes	11	-	-	1,790	1,801
Total equity related and other changes	11	471	-	1,790	2,272
Balance at 31 August 2024	(434)	909	3,172	14,330	17,977
Balance at 1 September 2024	(434)	909	3,172	14,330	17,977
Changes from financing cashflows					
Lease repayments	-	(464)	-	-	(464)
Total changes from financing cashflows	-	(464)	-	-	(464)
New leases incl interest	-	513	-	-	513
Share Redemption	-	-	(38)	(4,742)	(4,780)
Dividend Paid	-	-	-	(291)	(291)
Other changes	(211)	-	-	(114)	(325)
Transfer to asset held for sale	645	(958)	-	-	(313)
Total equity related and other changes	434	(445)	(38)	(5,147)	(5,196)
Balance at 31 August 2025	-	-	3,134	9,183	12,317

27. Employee benefits

The Group operates two defined contribution schemes, one of which is operated by the Company. The assets of the schemes are held separately from those of the Companies in independently administered funds. The pension charge represents contributions payable by the companies to the funds and totalled €197,000 for the year ended 31 August 2025 (2024: €183,000). At 31 August 2025, €30,000 (2024: €20,000) was included within creditors in respect of defined contribution pension liabilities.

28. Trade and other payables

	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Group				
Current				
Trade payables	1,161	(1,109)	52	931
PAYE	41	(41)	-	59
PRSI	27	(27)	-	33
Accrued expenses	2,357	(2,097)	260	2,159
Capital grant	2	(2)	-	2
Value added tax	-	-	-	-
	3,588	(3,276)	312	3,184
Non current				
Capital grant	140	(140)	-	160
	140	(140)	-	160

*Carrying Balance prior to transfer to asset held for sale

The Group's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 29.

	2025	2024
	€'000	€'000
Company		
Payables due to subsidiary undertakings	242	129
Other trade payables	12	64
Accrued expenses	195	270
Value added tax	-	-
	449	463

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 29. Payables due to subsidiary undertakings are interest free and repayable on demand.

29. Financial instruments

Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and liabilities, including their levels in the fair value hierarchy.

	Fair value through profit or loss	Assets at amortised cost	Liabilities at amortised cost	Transferred to asset held for sale	Total carrying amount	Fair value
	2025* €'000	2025* €'000	2025* €'000	2025 €'000	2025 €'000	2025 €'000
Group						
Other investments	-	-	-	-	-	-
Debt Instruments	-	-	-	-	-	-
Trade receivables and other receivables*	-	4,191	-	(3,517)	674	674
Cash at bank	-	5,296	-	(1,336)	3,960	3,960
Trade and other payables	-	-	(3,588)	3,276	(312)	(312)
Bank Overdraft	-	-	(1,065)	1,065	-	-
Finance lease liability	-	-	(958)	958	-	-
	-	9,487	(5,611)	446	4,322	4,322

*Carrying Balance prior to transfer to asset held for sale

*For the purposes of this analysis prepayments have not been included within other receivables. Carrying value of trade receivables and other receivables are stated net of impairment provision where appropriate and consequently fair value is considered to approximate carrying value.

	Fair value through profit or loss	Assets at amortised cost	Liabilities at amortised cost	Total carrying amount	Fair value
	2024 €'000	2024 €'000	2024 €'000	2024 €'000	2024 €'000
Group					
Other investments	737	-	-	737	737
Debt Instruments	7,110	-	-	7,110	7,110
Trade receivables and other receivables*	-	3,194	-	3,194	3,194
Cash at bank	-	2,635	-	2,635	2,635
Trade and other payables	-	-	(3,184)	(3,184)	(3,184)
Bank Overdraft	-	-	(49)	(49)	(49)
Finance lease liability	-	-	(909)	(909)	(909)
	7,847	5,829	(4,142)	9,534	9,534

*For the purposes of this analysis prepayments have not been included within other receivables. Carrying value of trade receivables and other receivables are stated net of impairment provision where appropriate and consequently fair value is considered to approximate carrying value.

	Fair value through profit or loss	Assets at amortised cost	Liabilities at amortised cost	Total carrying amount	Fair value
	2025 €'000	2025 €'000	2025 €'000	2025 €'000	2025 €'000
Company					
Debt Instruments	-	-	-	-	-
Trade receivables and other receivables*	-	3	-	3	3
Investment in associates	-	-	-	-	-
Cash at bank	-	3,778	-	3,778	3,778
Payables due to subsidiary undertaking	-	-	(242)	(242)	(242)
Trade and other payables	-	-	(207)	(207)	(207)
	-	3,781	(449)	3,332	3,332

*For the purposes of this analysis prepayments have not been included within other receivables. Carrying value of trade receivables and other receivables are stated net of impairment provision where appropriate and consequently fair value is considered to approximate carrying value.

	Fair value through profit or loss	Assets at amortised cost	Liabilities at amortised cost	Total carrying amount	Fair value
	2024 €'000	2024 €'000	2024 €'000	2024 €'000	2024 €'000
Company					
Trade receivables due from group companies	7,110	-	-	7,110	7,110
Trade receivables and other receivables*	-	54	-	54	54
Investment in associates	-	-	-	-	-
Cash at bank	-	995	-	995	995
Payables due to subsidiary undertaking	-	-	(129)	(129)	(129)
Trade and other payables	-	-	(334)	(334)	(334)
	7,110	1,049	(463)	7,696	7,696

*For the purposes of this analysis prepayments have not been included within other receivables. Carrying value of trade receivables and other receivables are stated net of impairment provision where appropriate and consequently fair value is considered to approximate carrying value.

The carrying amounts of loans and receivables, trade and other payables are deemed to be a reasonable approximation of fair value. The basis for determining fair values is disclosed in note 4. The fair value of secured loans and finance lease liabilities has been calculated using discounted cash flows. The Group has availed of the exemption in IFRS 7 'Financial instruments: Disclosure' in respect of additional disclosures where fair value closely approximates the amortised cost carrying value.

Credit risk

Exposure to credit risk

Credit risk is the risk of financial loss to the Group and Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group and Company's receivables from customers and other equity investments. The carrying amount of financial assets represents the maximum credit exposure of the Group and Company. The maximum exposure to credit risk at the reporting date was:

	Note			Carrying amount	
		2025*	Transferred to asset held for sale	2025	2024
		€'000	€'000	€'000	€'000
Group					
Investment in associates	16	-	-	-	-
Other investments	17	-	-	-	737
Debt Instruments	22	-	-	-	7,110
Trade receivables	21	3,428	(3,420)	8	2,596
Other receivables and valued added tax	21	763	(97)	666	598
		4,191	(3,517)	674	11,041

*Carrying Balance prior to transfer to asset held for sale

	Note	Carrying amount	
		2025	2024
		€'000	€'000
Company			
Loans due from associates	16	-	-
Debt Instruments		-	7,110
Trade receivables from subsidiary undertakings	21	-	-
Other receivables including value added tax	21	24	54
		24	7,164

The maximum exposure to credit risk for trade receivables of the Group at the reporting date by geographic region was:

	Carrying amount			
	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Group				
Ireland	1,310	(1,302)	8	1,121
United Kingdom	497	(497)	-	425
Other Euro-zone countries	1,377	(1,377)	-	852
Other regions	244	(244)	-	198
	3,428	(3,420)	8	2,596

*Carrying Balance prior to transfer to asset held for sale

All receivables from related parties arise in Ireland and are Euro denominated. Similarly, loans to associates arise in Ireland and are Euro denominated.

The maximum exposure to credit risk from trade receivables of the Company at the reporting date by geographic region was:

	Carrying amount	
	2025	2024
	€'000	€'000
Company		
Ireland	3	36

The maximum exposure to credit risk for trade receivables of the Group at the reporting date by type of customer was:

	Carrying Amount			
	2025*	Transferred to asset held for sale	2025	2024
	€'000	€'000	€'000	€'000
Group				
Wholesale customers	779	(771)	8	151
Retail customers	2,649	(2,649)	-	2,445
	3,428	(3,420)	8	2,596

*Carrying Balance prior to transfer to asset held for sale

The maximum exposure to credit risk for trade receivables of the Company at the reporting date by type of customer was:

	Carrying amount	
	2025	2024
	€'000	€'000
Company		
Wholesale customers	3	36

The following table details the ageing of gross trade receivables and the related loss allowance:

	Gross	Expected loss rate	Loss allowance	Net	Gross	Expected loss rate	Loss allowance	Net
	2025	2025	2025	2025	2024	2024	2024	2024
	€'000	%	€'000	€'000	€'000	%	€'000	€'000
Group								
Not past due	485	0.0%	-	485	268	0.0%	-	268
Past due < 30 days	158	0.0%	-	158	384	0.0%	-	384
Past due 30 – 365 days	3,977	30.4%	(1,207)	2,770	1,873	1.2%	(22)	1,851
Past due > 365 days	823	98.2%	(808)	15	985	90.6%	(892)	93
	5,443	37.0%	(2,015)	3,428	3,510	26.0%	(914)	2,596

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2025	2024
	€'000	€'000
Balance at start of year	917	729
Remeasurement of loss allowance	1,098	185
Balance at end of year	2,015	914

No significant credit risk is perceived with respect to receivables due from related parties. Loans to associates are routinely reviewed for impairment. The Company considers the credit risk to be low in relation to amounts owed from Group Companies and therefore the expected credit loss is immaterial.

Liquidity risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount*	Contractual cash flows*	6 mths or less*	6 – 12 mths*	1 – 2 years*	2 – 5 years*	More than 5 years
	€'000	€'000	€'000	€'000	€'000	€'000	€'000

31 August 2025

Group

Lease liabilities	(958)	(1,053)	(203)	(203)	(332)	(315)	-
Trade and other payables	(3,588)	(3,588)	(3,588)	-	-	-	-
	(4,546)	(4,641)	(3,791)	(203)	(332)	(315)	-

*Carrying Balance prior to transfer to asset held for sale

	Carrying amount	Contractual cash flows	6 mths or less	6 – 12 mths	1 – 2 years	2 – 5 years	More than 5 years
	€'000	€'000	€'000	€'000	€'000	€'000	€'000

31 August 2024

Group

Lease liabilities	(909)	(983)	(184)	(184)	(303)	(312)	-
Trade and other payables	(3,184)	(3,184)	(3,184)	-	-	-	-
	(4,093)	(4,167)	(3,368)	(184)	(303)	(312)	-

	Carrying amount	Contractual cash flows	6 mths or less	6 – 12 mths	1 – 2 years	2 – 5 years	More than 5 years
	€'000	€'000	€'000	€'000	€'000	€'000	€'000

31 August 2025

Company

Payables due to subsidiary undertakings	(242)	(242)	(242)	-	-	-	-
Trade and other payables	(207)	(207)	(207)	-	-	-	-
	(449)	(449)	(449)	-	-	-	-

	Carrying amount	Contractual cash flows	6 mths or less	6 – 12 mths	1 – 2 years	2 – 5 years	More than 5 years
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
31 August 2024							
Company							
Payables due to subsidiary undertakings	(129)	(129)	(129)	-	-	-	-
Trade and other payables	(334)	(334)	(334)	-	-	-	-
	(463)	(463)	(463)	-	-	-	-

Currency risk

Exposure to currency risk

The Group's exposure to foreign currency risk on GBP financial instruments that impact profit or loss at the balance sheet date was as follows:

	2025*	2024
	€'000	€'000
Trade receivables	501	425
Bank balance	1,118	(33)
Trade payables	(1,055)	(379)
Gross balance sheet exposure	564	13

*Carrying Balance prior to transfer to asset held for sale

Fair values

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

At 31 August 2025 and 31 August 2024, the Group recognised and measured the following financial instruments at fair value:

	2025	2025	2025	2025
	Total	Level 1	Level 2	Level 3
	€'000	€'000	€'000	€'000
Equity investments	-	-	-	-

	2024	2024	2024	2024
	Total	Level 1	Level 2	Level 3
	€'000	€'000	€'000	€'000
Equity investments	737	-	-	737

Valuation techniques and significant unobservable inputs

Class of financial instruments measured at fair value	Level	Valuation technique	Significant unobservable inputs
Equity investment	Level 2	Fair value is estimated by reference to the observable share price of the entity.	Not applicable
Equity investment	Level 3	Fair value is based on market approach, by reference to trading and transaction multiples of similar companies in the same market.	Not applicable

Interest rates used for determining fair value

The interest rates used to discount estimated cash flows, where applicable, are based on the government yield curve at the reporting date plus an adequate credit spread, and were as follows:

	2025	2024
Leases	2.0%–6.0%	2.0%–6.0%

30. Operating leases

Leases as lessor

The future minimum lease payments receivable under non-cancellable leases are as follows:

	2025	2024
	€'000	€'000
Less than one year	10	50
Between one and five years	-	38
	10	88

During the year ended 31 August 2025, €52,000 was recognised as rental income in the income statement (2024: €124,000). Expense charges against this income were as follows: maintenance costs €Nil (2024: €Nil).

31. Capital and other commitments

At the year end, there were no capital commitments authorised by the Directors for continuing operations.

32. Contingencies

Capital grants up to a maximum of €309,000 (2024: €309,000) could become repayable in certain circumstances as set out in the agreements.

33. Discontinued operations and Asset held for Sale

Following a structured and confidential process to evaluate strategic options in respect of its seed potato interests a non-binding Letter of Intent was signed by the Group with Royal HZPC Group ("HZPC") in July 2025. On 2 October 2025, the Group announced that it had reached agreement to sell its seed potato businesses, IPM Potato Group Limited, AJ Allan Limited, IPM Portugal Limited, IPM France Limited, IPM Holland Limited and IPM Kenya Limited, collectively referred to as "IPM" to HZPC (Note 33).

The overall transaction value for IPM is:

(1) €16.5m of cash consideration (including €2.5m to be held in Escrow for 2 years) on completion ("**Initial Consideration**"), subject to customary completion accounts adjustments, and

(2) A further contingent deferred cash consideration of up to a maximum of €4m dependent on the financial performance of IPM for the period 1 September 2025 to 31 August 2027, inclusive ("**Deferred Consideration**").

The Disposal is subject to

- Approval by certain competition authorities
- Approval by shareholders of Donegal Investment Group which was approved at an Extraordinary General Meeting at 30 October 2025.

At 31 August 2025, the disposal of IPM met the recognition criteria under IFRS 5 Non-current assets held for sale and discontinued operations. The results of IPM are presented as discontinued and are shown separately from continuing operations. The comparative 2024 financial information in the Group Income Statement has also been presented as discontinued for the purpose of enabling meaningful comparison.

	Note	2025	2024
		€'000	€'000
Revenue		40,980	33,096
Cost of sales		(28,671)	(22,840)
Gross profit		12,309	10,256
Other income		86	154
Distribution expenses		(3,788)	(3,441)
Administrative expenses		(5,726)	(4,345)
Profit from operating activities		2,881	2,624
Finance income		51	306
Finance expense		(321)	(54)
Net finance expense		(270)	252
Results for the period before taxation and exceptional item		2,611	2,876
Income tax		(685)	(410)
Results for the period after taxation on discontinued activities		1,926*	2,466

*An additional €53,000 in profit in FY25 resulted from the release of a warranty provision related to the sale of Chef in a Box in 2017. This is not included in Note 33 as it does not relate to the IPM disposal.

Cashflow

Net cash from operating activities	1,767	3,996
Net cash from investing activities	(436)	(117)
Net cash from financing activities	(2,463)	(3,864)
Net decrease in cash and cash equivalents	(1,132)	15

Assets and Liabilities of Asset held for Sale

At 31 August 2025, the following assets and liabilities were classified as held for sale

	Note	2025
		€'000
Assets		
Goodwill and intangible assets	14	628
Property, plant & equipment	14	3,660
Inventories	19	1,246
Biological stock	20	1,804
Investment Property	15	435
Trade & other receivables	21	4,538
Cash & cash equivalents	23	1,336
Total assets		13,647
Liabilities		
Trade and other payables	28	(3,276)
Loans and borrowings	26	(958)
Bank Overdraft	23	(1,065)
Deferred tax liabilities	18	(145)
Capital Grant	28	(140)
Current Tax	-	(233)
Total liabilities		(5,817)
Total Asset held for Sale		7,830

The disposal group was measured at its carrying value which was lower than its fair value less costs to sell. No impairment to the disposal group was necessary at 31 August 2025.

Company

Investment in IPM Potato Group Limited	-
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34. Related parties

Parent and ultimate controlling party

The Parent and ultimate controlling party of the Group is Donegal Investment Group plc.

Key management personnel and director transactions

Directors of the Company control 6.55% (2024: 6.33%) of the voting shares of the Company as at 31 August 2025. The board do not consider the Group to have any key management personnel other than the directors, full details of directors' remuneration are available in Remuneration Committee Report on pages 16-17.

Related party transactions – Group

The Group continued to enter into transactions in the normal course of business with its associates and other related parties during the period. The Group has entered into consultancy agreements with Culkeen Consulting Limited, which is owned and operated by Non-Executive Director, Mr Ian Ireland, and Drumgorman Limited, which is owned and operated by Non-Executive Director, Mr Padraic Lenehan. These companies will provide management services as required to support the strategy of the board going forward. There were no other transactions with related parties in the period or changes to transactions with related parties disclosed in the 2024 Consolidated Financial Statements that had a material effect on the financial position or the performance of the Group.

The Group also entered into a loan agreement with Utkal Seeds Limited in 2022, loaning the Indian Seed Potato Company €492,000 at a coupon rate of 12%, with the loan and interest receivable outstanding at 31 August 2024 of €540,000. An additional €310,000 was loaned to Utkal Seeds Limited at a coupon rate of 12% in 2025, with additional €51,000 in interest receivable accrued and foreign exchange movement of (€96,000), resulting in an outstanding balance including interest receivable of €805,000.

Related party North Western Livestock Holdings Limited paid a dividend of €37,000 in 2025.

Related party transactions – Group

	Transaction value		Balance outstanding	
	2025	2024	2025	2024
	€'000	€'000	€'000	€'000

Purchase of goods and services

Purchase by Group from Culkeen Consulting Limited	537	241	-	-
Purchase by Group from Drumgorman Limited	227	139	-	-
Purchase by Group from Related Parties	764	380	-	-

Loans to related parties

Loan to Utkal Seeds Limited incl interest receivable			805*	540*
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*Movement in outstanding balance of €265,000 is an additional loan of €310,000, interest receivable and foreign currency movement

Other related party transactions – Company

	Transaction value		Balance outstanding	
	2025	2024	2025	2024
	€'000	€'000	€'000	€'000

Sale of goods and services

By parent to subsidiaries	-	-	-	-
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All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash within six months of the reporting date. None of the balances are secured.

35. Group entities

	Country of incorporation	Ownership interest	
		2025	2024
		%	%
Subsidiaries			
Zopitar Limited Registered office: Colab, ATU, Letterkenny, Co Donegal	Ireland	83	83
IPM Potato Group Limited Registered office: Unit 602, Q House, Furze Rd, Sandyford Industrial Estate, Dublin 18	Ireland	100	100
Donegal Potatoes Limited Registered office: Colab, ATU, Letterkenny, Co Donegal	Ireland	100	100
IPM Holland B.V. Registered office: Marssumerdyk 1, 9033 WD Deinum, The Netherlands	Holland	100	100
MPCO Limited Registered office: Colab, ATU, Letterkenny, Co Donegal	Ireland	100	100
High Meadow Patents Limited Registered office: Ballyraine, Letterkenny, Co Donegal	Ireland	100	100
AJ Allan (Potato Merchants) Limited Registered office: East Mill, Brechin, Angus, UK, DD9 7HJ	UK	100	100
AJ Allan (Brechin) Limited Registered office: East Mill, Brechin, Angus, UK, DD9 7HJ	UK	100	100
Solanex Limited Registered office: Rua Samuel Hahnemann nº17, Jardim Santo Andre, São João da Boa-SP, CEP 13872 – 029, Brazil	Brazil	85	85
IPM Brasil Registered office: Avenida Dr José Bonifácio Coutinho Nogueira no. 214, Sala 232, Jardim Madalena CEP 13091 – 611, Campinas-SP, Brazil.	Brazil	100	100
IPM France Registered office: 1 rue de Bellonne 62490 Noyelles Sous Bellonne, France	France	100	100
IPM Portugal Batatas de Semente e Produtos Agrícolas, Unipessoal Lda Rua Domingos Sequeira no. 27 – 3rd J,1350 – 119 Lisbon Portugal	Portugal	100	100
Kirinyaga Seeds Limited LR No. 1065, Ngong Road, P.O. Box 25290 – 00603 – Lavington, Nairobi, Kenya	Kenya	51	51
IPM Kenya Limited McKay Chambers, Westlands Street, P.O Box 29884, Westlands, Nairobi, Kenya	Kenya	100	100

The following subsidiaries will avail of the filing exemption available under Section 357 of the Companies Act 2014, whereby they will annex the financial statements of Donegal Investment Group plc to their annual returns: IPM Potato Group Limited, MPCO Limited and High Meadow Patents Limited.

36. Post balance sheet events

Following a structured and confidential process to evaluate strategic options in respect of its seed potato interests a non-binding Letter of Intent was signed by the Group with Royal HZPC Group ("HZPC") in July 2025. On 2 October 2025, the Group announced that it had reached agreement to sell its seed potato businesses, IPM Potato Group Limited, AJ Allan Limited, IPM Portugal Limited, IPM France Limited, IPM Holland Limited and IPM Kenya Limited, collectively referred to as "IPM" to HZPC (Note 33).

The overall transaction value for IPM is:

(1) €16.5m of cash consideration (including €2.5m to be held in Escrow for 2 years) on completion ("**Initial Consideration**"), subject to customary completion accounts adjustments, and

(2) A further contingent deferred cash consideration of up to a maximum of €4m dependent on the financial performance of IPM for the period 1 September 2025 to 31 August 2027, inclusive ("**Deferred Consideration**").

The Disposal is subject to

- Approval by certain competition authorities
- Approval by shareholders of Donegal Investment Group which was approved at an Extraordinary General Meeting at 30 October 2025.
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Completion of the Disposal will result in a fundamental change of business for the Group, which will become a cash shell under the Euronext Growth Rules and require a qualifying acquisition within 12 months to avoid suspension and potential cancellation of trading in shares.

37. Approval of consolidated financial statements

The financial statements were approved by the Directors on 9 December 2025.