Overseer

ANNUAL REPORT



2026

Confidence to make better choices.

Decide Better.

Year ended 30 June 2026

Annual Report 2026.

ABOUT OVERSEER

Overseer Limited provides New Zealand's established farm-system nutrient management platform. OverseerFM combines information about farm soils, climate, production and management systems to estimate long-term nutrient flows and losses. It helps farmers, advisors and those supporting or making decisions about farm management understand how management choices affect nutrient use and environmental outcomes, supporting better-informed decisions about how to make the most of nutrients within a farm system.

IN THIS REPORT

03 A stronger platform. A wider horizon.

04 Company achievements

05 Trust and transparency

06 Technology and innovation

07 Farms and catchments

08 The international context

09 Outlook and acknowledgements

10 Financial performance

11 Independent auditor's report

14 Financial statements



A stronger platform. A wider horizon.

New Zealand can create more value from agriculture while caring for the land and water that sustain it. Our role is to help turn those ambitions into practical choices.

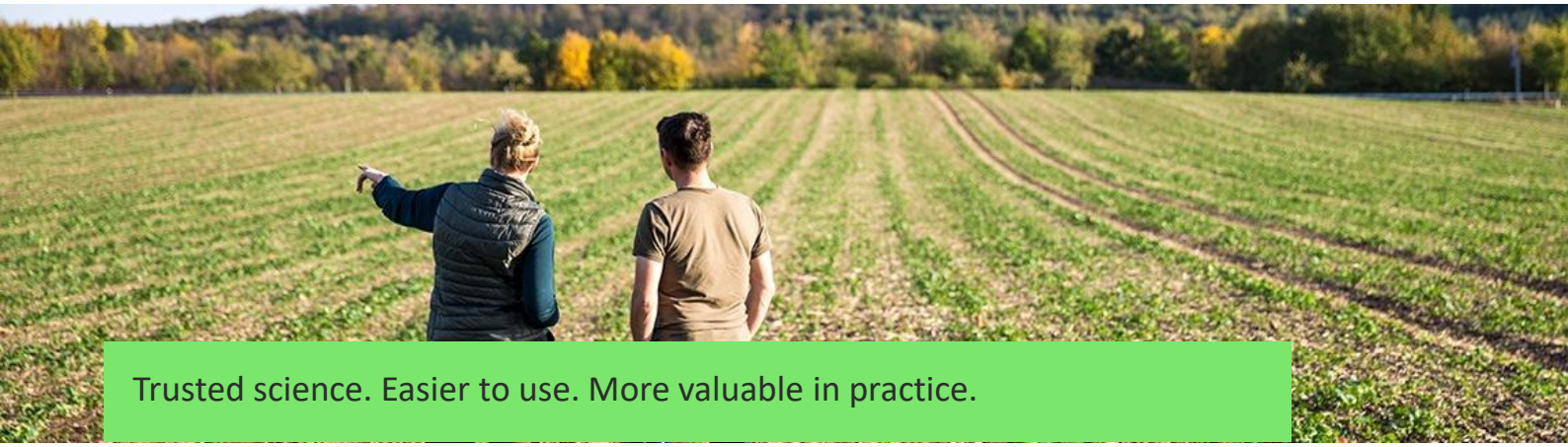
Farmers are asked to be productive, resilient, and responsible stewards of their land. These ambitions are connected, but they do not always point to the same decision. A change to feed, fertiliser or management can affect several parts of a farm system. Understanding those relationships is where Overseer adds value.

During FY26, we added practical capabilities, made the evidence behind releases more visible and strengthened information security. Alongside that work, we explored how AI could reduce the effort required to access and apply agricultural knowledge.

These are not separate agendas. Trusted science has greater value when people can use it. Easier access is worthwhile only when the insight remains dependable. Our focus is to bring the two together.

Farmers, advisers, processors, councils and catchment communities bring different questions to Overseer. We contribute a consistent farm-systems perspective that helps them examine choices and recognise trade-offs.

That established capability and the possibilities ahead give us confidence. Turning potential into lasting value will require testing, strong partnerships and a sustainable service. We are clear about the opportunity, and the work still to do.



Trusted science. Easier to use. More valuable in practice.



New choices. Real progress.

The value of a new technology depends on how it fits into a working farm. This year's releases gave farmers and advisers more ways to examine that fit, through collaboration with the organisations behind the science.

01 Flexible milking

With DairyNZ, we made it easier to model milking patterns such as 3-in-2 and 10-in-7, and changes through the season. The May 2026 release better reflects the management choices farmers are making.

02 Effluent methane

Following independent scientific review, modelling for chemical mitigation of effluent methane moved from beta to full release in May 2026. Work with Lincoln University and Ravensdown brought this option into farm-system analysis.

03 Digestate biofertilisers

Working with the Bioenergy Association of New Zealand, we added the ability to model biofertilisers in the November 2025 release. Farmers and advisers can now evaluate their nutrient contribution within a whole-farm nutrient budget.

Science into software.

Turning research into usable choices.

Better decisions begin before a change is made.

Trust is bigger than the model.

Sound science is essential. People rely on the complete service.

A model can be scientifically credible and still be difficult to use well. Decisions also depend on how data is handled, how research is translated into code, which version produced a result and whether limitations are understood.

We treat model assurance as part of a wider product responsibility. We shared this approach at the 2026 Farmed Landscapes Research Centre conference, contributing our experience of connecting science, software and responsible use.

ONE ACCOUNTABLE PRODUCT

Data	Science	Software	Use
Provenance, permissions and secure handling.	Review, validation and clear limitations.	Tested code. Controlled releases.	Clear results, guidance and ongoing support.

Evidence with each release

With version 6.5.12, we began publishing Model Performance and Full Impact Assessments alongside release notes. The first compares predictions with measured leaching data from farmlet trials.

The second identifies where a new model version materially changes farm results, helping us explain those changes to users. Together, they make two different questions visible: how the model performs, and what an update means in practice.

Security assurance

ISO/IEC 27001:2022

Certification announced in March 2026 covers our information security management system. It provides independent assurance of the policies, processes and controls used to manage information-security risks.

It complements, rather than replaces, scientific assurance. It is not a certification of model accuracy.

New intelligence. Grounded in science.

The opportunity is not to replace expertise. It is to make its value available to more people, more readily.



Practical learning at Fieldays

At Fieldays, we joined the Science for Farmers pavilion with MPI's On Farm Support team. We demonstrated Pasturepedia, developed following an MPI hackathon, alongside concepts for simpler analysis and AI-supported farm planning.

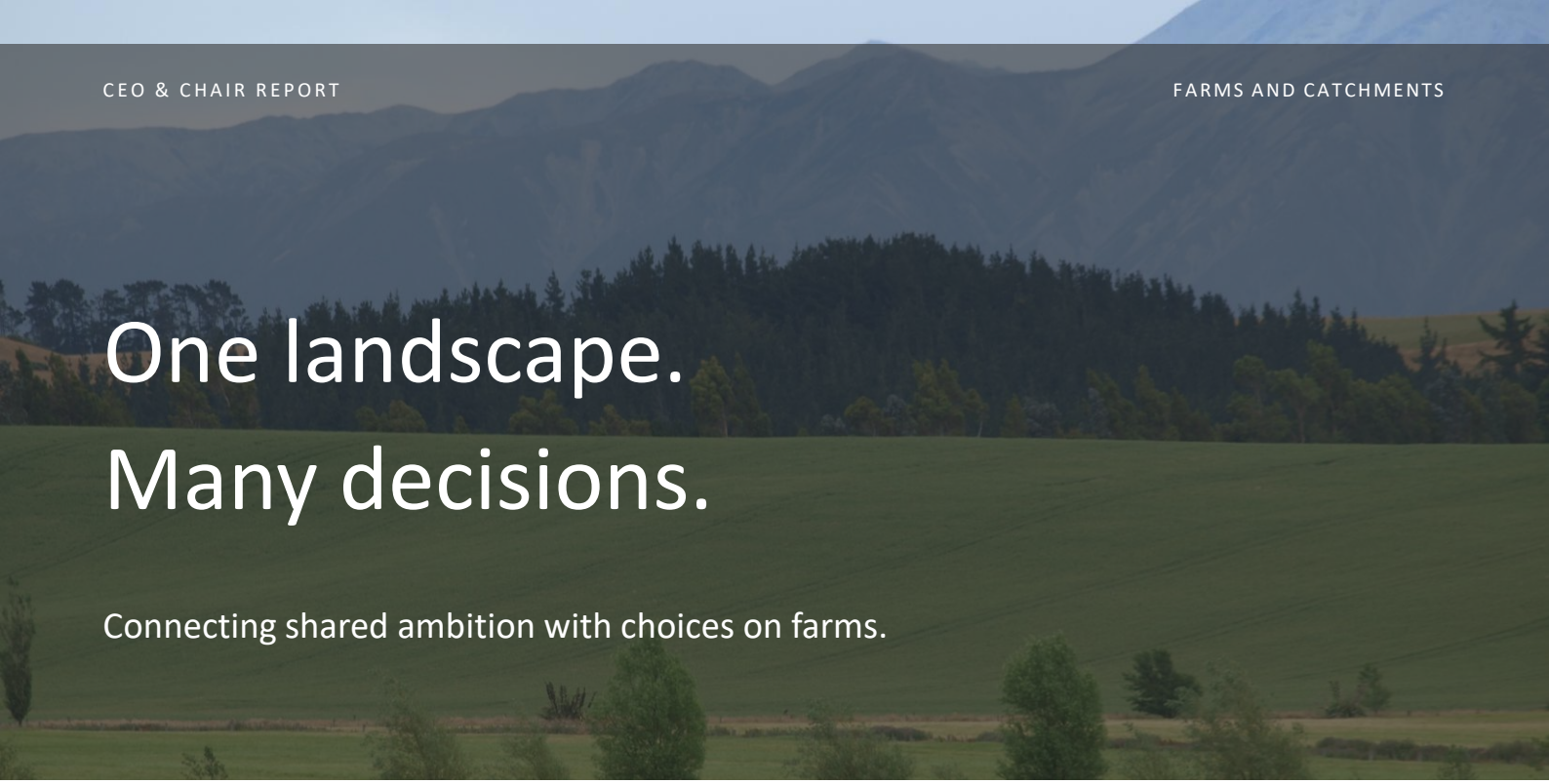
The interest was not only in speed. Conversations also centred on showing where input data comes from and how much confidence users can place in it. These are practical requirements for useful automation, and a valuable test of our thinking.

A different route to the science

AI agents can connect a question with data and software tools. For Overseer, that opens the possibility of retrieving relevant information, running an established calculation and explaining the result in more accessible language.

We are enthusiastic about that direction, while keeping calculation, interpretation and judgement distinct. Prototypes help us learn what works. Validation, secure data handling and professional expertise remain essential.

Ask	Connect	Understand
A useful farm question.	Trusted data and models.	Interpret with judgement.



One landscape. Many decisions.

Connecting shared ambition with choices on farms.

Catchment communities bring together people whose decisions affect a shared landscape. They offer a way to connect individual farm improvement with local priorities, monitoring and collective action.

In June 2026, Government announced NZD 40.5 million over four years for catchment groups and collectives, including planned support for 17 regional collectives. Catchment coordination is an explicit part of the national programme.

We see an important role for farm-system evidence in that work. It can help identify management options and explore changes in nutrient losses. But a farm estimate is not a measurement of river health. It belongs alongside catchment science, monitoring and local knowledge.

A cohesive national approach need not mean one tool for everyone. It means clear purposes, complementary capabilities and information that can be reused responsibly. That would help farmers, industry, iwi, councils and communities connect their efforts without losing the local context that matters.

Farm-system insight

Management choices and nutrient losses.

›

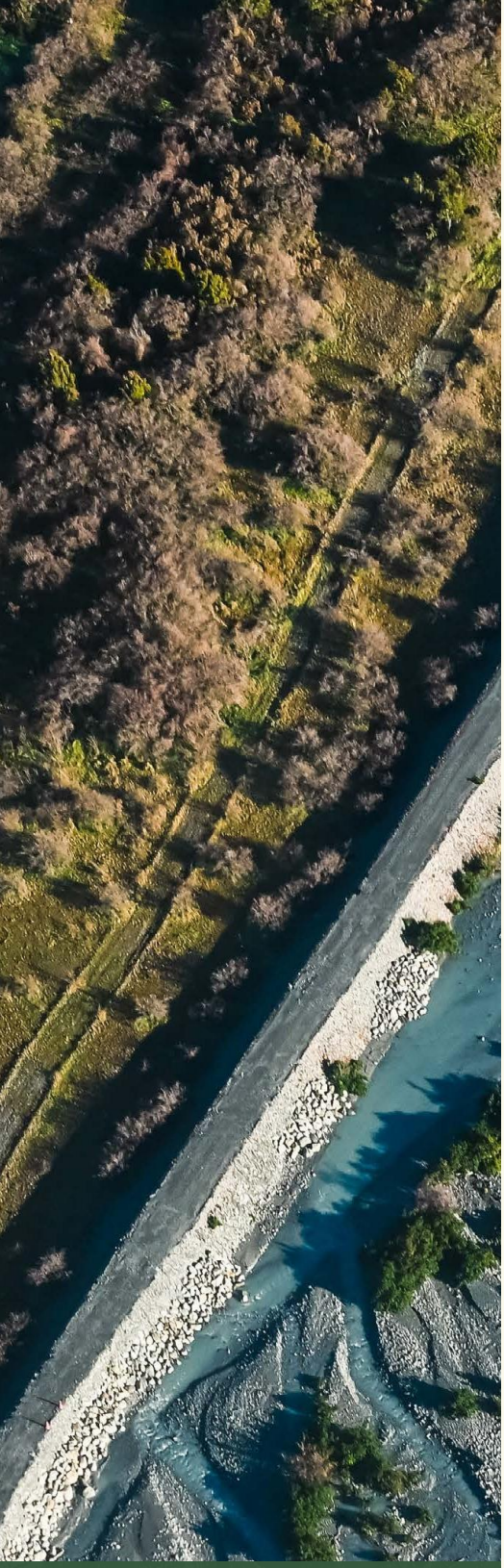
Catchment evidence

Monitoring, science and local knowledge.

›

Informed priorities

Choose actions and assess progress together.



Land.
Water.
Nature.

Beyond climate.

Nature is becoming part of the business conversation.

733

organisations across 56 countries and areas had committed to TNFD-aligned reporting by November 2025.

The Taskforce on Nature-related Financial Disclosures gives businesses and financial institutions a framework for understanding and reporting their dependencies and impacts on nature. The scale of voluntary commitments shows the widening relevance of that conversation.

The Science Based Targets Network takes a complementary step: setting targets for improvement. Its freshwater approach addresses water use and nitrogen and phosphorus pollution, with targets grounded in individual basins.

That connection to place matters. TNFD treats farm-gate nutrient balances as one part of understanding catchment conditions and the options available to a farmer. This is where Overseer is strongest: linking catchment goals to the decisions made on each farm and showing how different choices could change nutrient losses.

For us, the opportunity is to translate broader expectations into practical action. Frameworks will evolve. Evidence that helps farmers and catchment groups choose actions, and track progress together, will keep its value.

More insight.
Less friction.

Our next chapter is about making useful insight easier to obtain, easier to understand and easier to act on.

TURNING POTENTIAL INTO LASTING VALUE

We are developing simpler ways to begin an analysis and identify a useful next step. Reusing information responsibly, making assumptions explicit and offering more relevant guidance can lower barriers, while recognising when deeper analysis and professional advice are needed.

We also see potential to make Overseer's capabilities available through services farmers already use. Working with advisers, processors and technology providers could widen access and let each organisation focus on what it does best.

Interest is encouraging. Sustained use is the test. We will test with users, invest in demonstrable value and strengthen the revenue and support needed to maintain a dependable service.

A SHARED AMBITION

We thank our owners and colleagues across MPI, the Bioeconomy Science Institute and the Fertiliser Association of New Zealand for their engagement and support. We particularly appreciate MPI's invitation to participate in the hackathon and contribute at Fieldays, and the research and industry partners who helped deliver this year's releases.

To the councils, commercial partners, farmers and rural professionals who have shared priorities and challenged our thinking: thank you. Your questions keep our work grounded in the decisions that matter.

Our team connects science, software engineering and customer understanding. We thank them for their curiosity, commitment and care. Their ability to bring these disciplines together gives us confidence in the contribution Overseer can make.



Ambition for agriculture.
Care for the environment.

Jill Gower

Chief Executive

Ian Clarke

Chair

A much-improved result. Continued discipline.

Overseer ended FY26 with a substantially improved operating result, while continuing to invest in the capability and services described in this report.

$2.53m	$204k	$1.62m
Total revenue	Deficit	Cash at year end
FY25: $2.55m	FY25: $648k deficit	FY25: $1.82m

REVENUE AND RESULT

Revenue remained broadly steady at $2.53 million, compared with $2.55 million in FY25. Subscription income reduced from $2.46 million to $2.34 million, partially offset by other income and finance income.

The Company recorded a deficit of $204,000, compared with $648,000 in FY25. Total expenditure fell from $3.2 million to $2.74 million, reflecting a leaner operating model and more efficient ways of working while maintaining delivery capacity.

CASH AND RESILIENCE

Cash and cash equivalents were $1.62 million at year end. Cash remains an important source of resilience as Overseer continues to strengthen the sustainability of the business and invest selectively in opportunities that can create value for users and owners.

The financial statements that follow provide the full audited position for the year ended 30 June 2026.

Disciplined investment. A much-improved operating result.

The Audit Office
Te Mana Arotake

Independent Auditor's Report

To the readers of Overseer Limited's financial statements for the year ended 30 June 2026

The Auditor-General is the auditor of Overseer Limited. The Auditor-General has appointed me, Henry McClintock, using the staff and resources of BDO Wellington Limited, to carry out the audit of the financial statements on his behalf.

Opinion

We have audited the financial statements of the Overseer Limited that comprise the statement of financial position as at 30 June 2026, the statement of comprehensive revenue and expenses, statement of changes in equity, and statement of cash flows for the year ended on that date and the notes to the financial statements that include accounting policies and other explanatory information on pages 15 to 32.

In our opinion the financial statements of Overseer Limited present fairly, in all material respects, its financial position as at 30 June 2026, and its financial performance and cash flows for the year then ended, in accordance with Public Benefit Entity Standards.

Basis for our opinion

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

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

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

Responsibilities of the Board for the financial statements

The board are responsible on behalf of Overseer Limited for preparing financial statements that are fairly presented and comply with Public Benefit Entity Standards.

Responsibilities of the Board for the financial statements

The board is responsible for such internal control as it is necessary to enable them to prepare financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board are responsible on behalf of Overseer Limited for assessing their ability to continue as a going concern. The board is also responsible for disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless there is an intention to merge or to terminate the activities of the Overseer Limited, or there is no realistic alternative but to do so.

The board's responsibilities arise from the Public Finance Act 1989 and the Crown Entities Act 2004.

Responsibilities of the auditor for the audit of the financial statements

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

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

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

- We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- We obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Overseer's internal control.

- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board.

- We conclude on the appropriateness of the use of the going concern basis of accounting by the Board and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Overseer's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

attention in our auditor's report to the related disclosures in the information we audited or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Overseer Limited to cease to continue as a going concern.

- We evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Our responsibilities arise from the Public Audit Act 2001.

Other information

The Board are responsible for the other information. The other information comprises all of 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 we do not express any form of audit opinion or assurance conclusion thereon.

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

Independence

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

Other than in our capacity as auditor, we have no relationship with, or interests in Overseer Limited.



Henry McClintock
BDO Wellington Audit Limited
On behalf of the Auditor-General
Wellington, New Zealand
21 October 2026

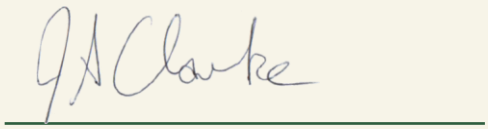
Financial Statements

for the year ended 30 June 2026

The board is responsible for the preparation of Overseer Limited's financial statements and for the judgements made in them. The Board of Overseer has responsibility for establishing and maintaining a system of internal control designed to provide reasonable assurance as to the integrity and reliability of financial reporting.

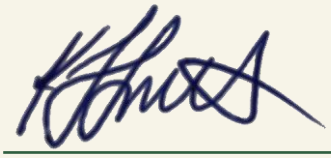
In the Board's opinion, the financial statements fairly reflect the financial position and operations of Overseer Limited for the period ended 30 June 2026.

Signed for and on behalf of the Board of Directors who authorised these financial statements for issue on 21 October 2026.



Ian Clarke
Director

21 October 2026



Kelvan Smith
Director

21 October 2026

Statement of Revenue and Expense

for the year ended 30 June 2026

	NOTES	2026	2025
		$	$
Revenue	4	2,500,941	2,460,556
Finance Income	5	33,543	89,205
Total Revenue		**2,534,484**	**2,549,761**
Development Expenditure	6	210,958	1,042,390
Employee benefits expense	15	1,661,889	1,374,645
Depreciation and amortisation expense	10/11	35,774	29,282
Operating Expenses	7	829,456	751,781
Total Expenditure		**2,738,077**	**3,198,098**
Net profit/(deficit) before tax		**(203,593)**	**(648,337)**
Income tax expense	8		-
Net profit/(deficit) after tax		**(203,593)**	**(648,337)**
Total comprehensive revenue and expense for the year		**(203,593)**	**(648,337)**

This statement should be read in conjunction with the notes to the financial statements.

Statement of Changes in Equity

for the year ended 30 June 2026

	NOTES	SHARE CAPITAL	RETAINED EARNINGS	TOTAL EQUITY
		$	$	$
Balance at 1 July 2025		2,650,000	(2,142,555)	507,445
Deficit for the Year		-	(203,593)	(203,593)
Total Comprehensive Revenue and Expense of the year			**(203,593)**	**(203,593)**
Transactions with owners of the Entity				
Ordinary Share Capital		-		-
Total Contributions		**-**		**-**
Balance at 30 June 2026	18	**2,650,000**	**(2,346,148)**	**303,852**
Balance at 1 July 2024		2,650,000	(1,494,218)	1,155,782
Surplus for the Year		-	(648,337)	(648,337)
Total Comprehensive Revenue and Expense of the year			**(648,337)**	**(648,337)**
Transactions with owners of the Entity				
Ordinary Share Capital		-		-
Total Contributions		**-**		**-**
Balance at 30 June 2025	18	**2,650,000**	**(2,142,555)**	**507,445**

This statement should be read in conjunction with the notes to the financial statements.

Statement of Financial Position

for the year ended 30 June 2026

	NOTES	2026	2025
		$	$
Assets			
Current			
Cash and cash equivalents	9	1,620,605	1,823,015
Accounts Receivable		134,124	196,632
Prepayments		24,836	24,258
Current tax assets		9,392	24,977
Total current assets		**1,788,957**	**2,068,882**
Non-current			
Property, plant and equipment	10	12,212	17,384
Intangible Assets	11	24,525	53,954
Total non-current assets		**36,737**	**71,338**
Total Assets		**1,825,694**	**2,140,220**
Liabilities			
Current			
Trade and other payables	12	189,360	192,985
Revenue in Advance	13	1,000,090	996,084
GST Payable		56,211	33,557
Other Current Liabilities	14	276,181	410,149
Total current liabilities		**1,521,842**	**1,632,775**
Total liabilities		**1,521,842**	**1,632,775**
Net assets		**303,852**	**507,445**
Equity			
Share capital	18	2,650,000	2,650,000
Accumulated Comprehensive Revenue and Expense	18	(2,346,148)	(2,142,555)
Total equity		**303,852**	**507,445**

This statement should be read in conjunction with the notes to the financial statements.

Statement of Cash Flows

for the year ended 30 June 2026

	NOTES	2026	2025
		$	$
Operating services			
Receipts from customers and funders		2,485,643	2,283,592
Interest received	5	33,543	89,205
Taxes received		24,977	42,269
Payments to suppliers and employees		(2,736,008)	(3,280,130)
Taxes paid		(9,392)	(24,977)
Net cash from operating activities		**(201,237)**	**(890,041)**
Investing activities			
Purchase of property, plant, equipment and intangibles	10/11	(1,173)	(83,632)
Net cash used in investing activities		**(1,173)**	**(83,632)**
Net change in cash and cash equivalents		**(202,410)**	**(973,673)**
Cash and cash equivalents, beginning of period		**1,823,015**	**2,796,688**
Cash and cash equivalents, end of period	9	**1,620,605**	**1,823,015**

This statement should be read in conjunction with the notes to the financial statements.

Notes to the Financial Statements

for the year ended 30 June 2026

1. Reporting Entity

The reporting entity is Overseer Limited, a public benefit entity under the Public Audit Act 2001 due to it being controlled indirectly by other public entities and was established under the Companies Act 1993. Overseer Limited is required to prepare financial statements in accordance with requirements of the Companies Act 1993 and the Financial Reporting Act 2013.

Basis of preparation

Statement of compliance

The financial statements of Overseer Limited are prepared in accordance with New Zealand Generally Accepted Accounting Practice (NZ GAAP). They comply with Public Benefit Entity International Public Sector Accounting Standards Reduced Disclosure (PBE IPSAS (RDR)) and other applicable Financial Reporting Standards as appropriate for Tier 2 Public Sector Public Benefit Entity (PBE PS) Standards, for which all reduced disclosure regime exemptions have been adopted.

Overseer Limited has elected to report in accordance with Tier 2 Public Sector PBE Standards Reduced Disclosure as it has had between $2m and $30m operating expenditure.

These financial statements for the year ended 30 June 2026 were approved and authorised for issue by the Board of Directors on 21 October 2026.

Measurement basis

The financial statements have been prepared on the historical cost basis. The financial statements are presented in New Zealand dollars ($), which is Overseer Limited's functional currency and are rounded to the nearest dollar.

2. Changes in accounting policies

There have been no changes in accounting policies. Policies have been applied on a consistent basis with those of the previous reporting period.

3. Summary of accounting policies

3.1 Overall considerations

The financial statements have been prepared on a going concern basis and the accounting policies have been applied consistently throughout the period. Significant accounting policies and measurement basis are summarised below.

3.2 Revenue

Revenue arises from the sale of Farm account subscriptions and Funding Contributions.

3.2.1 Exchange Revenue

Sale of goods (Farm account subscriptions)

Sale of goods is recognised over a limited time period, from the date the farm account subscription is paid.

Revenue from the sale of goods with no significant service obligation is recognised on delivery. Revenue is measured at the fair value of consideration received or receivable in relation to that activity.

Interest income

Interest income and expenses are reported on an accrual basis using the effective interest method.

Subscription Income Received in Advance

Subscription revenue is initially recognized as income received in advance and subsequently recognized as revenue when the related performance obligation has been satisfied.

3.2.2 Non-exchange Revenue

Funding

Funding is received from The Ministry for Primary Industries. Revenue is recognised in the period the funding is provided for.

Where there are unfulfilled conditions attached to the funding, the amount related to the unfulfilled condition is recognised as a liability and released to revenue as the conditions are fulfilled.

3.3 Operating leases

Operating leases are those where all the risks and benefits are substantially retained by the lessor. Lease payments are expensed in the period the amounts are payable.

3. Summary of accounting policies (continued)

3.4 Property, plant and equipment

Office furniture and equipment

Office furniture and equipment are initially recognised at cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the company management.

Depreciation is provided on all items of office furniture and equipment so as to write off their carrying value over their expected useful economic lives. Depreciation is at the following rates prescribed by Inland Revenue:

Office furniture and Equipment: 13% - 67%

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

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

3.5 Intangible assets

All intangible assets are recorded at cost less accumulated amortisation.

Amortisation of the assets has been calculated based on the following methods and rates:

Website: 40% Straight Line

3.6 Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, Inland Revenue and other taxation authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

3.7 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand which are subject to an insignificant risk of changes in value.

3.8 Employee benefits

Annual Leave Liability

The only employee benefit shown on the balance sheet is the annual leave owing to employees as at balance date.

3. Summary of accounting policies (continued)

3.9 Goods and Services Tax ('GST')

All amounts in these financial statements are shown exclusive of GST, except for receivables and payables which are stated inclusive of GST.

The net amount of GST recoverable from, or payable to, the Inland Revenue is presented separately as a current asset or current liability in the statement of financial position.

3.10 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of asset, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

3.11 Financial instruments

(a) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when Overseer Limited becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. At initial recognition, an entity may measure short-term receivables and payables at the original invoice amount if the effect of discounting is immaterial.

Overseer Limited derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which Overseer Limited neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

(b) Classification and subsequent measurement

Financial assets

On initial recognition, all of Overseer Limited's financial assets are classified and measured at amortised cost.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a management model whose objective is to hold assets to collect contractual cash flows;

and

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in surplus or deficit. Any gain or loss on derecognition is recognised in surplus or deficit.

3. Summary of accounting policies (continued)

Financial liabilities

All of Overseer Limited's financial liabilities are classified and measured at amortised cost.

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in surplus or deficit. Any gain or loss on derecognition is also recognised in surplus of deficit.

(c) Impairment of financial assets

Overseer Limited recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

Overseer Limited measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- bank balances for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, Overseer Limited considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on Overseer Limited's historical experience and informed credit assessment and including forward-looking information.

Overseer Limited assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Overseer Limited considers a financial asset to be in default when the financial asset is more than 90 days past due.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that Overseer Limited expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

4. Revenue

The company's revenue may be analysed as follows for each major product and service category (excluding revenue from discontinued operations):

	2026	2025
	$	$
Subscription Income	2,336,743	2,459,731
Other Income	164,198	825
Group revenue	**2,500,941**	**2,460,556**

Other Income
During the year, Overseer Limited commissioned PwC to undertake a review of its revenue model as part of the Overseer Futures Project. AgResearch Limited, the Fertiliser Association of New Zealand and the Ministry for Primary Industries each agreed to contribute 20% towards the costs of the review. Each party was invoiced $28,171 (excluding GST), with total funding of $84,513 recognised as revenue during the year. The associated review costs have been recognised as operating expenditure.

5. Finance Income

Finance income for the reporting periods consist of the following:

	2026	2025
	$	$
Interest income from cash and cash equivalents	33,543	89,205
Total interest income for financial assets not at FVTPL	**33,543**	**89,205**

6. Development Expenditure

Expenditure for the reporting period consists of the following:

	2026	2025
	$	$
In-House Contractors - Other	-	59,400
In-House Contractors - Science	42,394	221,180
In-House Contractors - Software Development	132,836	756,681
Science and Research Contracts	35,728	5,129
Total Expenditure	**210,958**	**1,042,390**

7. Operating Expenditure

Expenditure for the reporting period consists of the following:

	2026	2025
	$	$
Accounting Fees	45,850	45,354
Audit Fees	23,410	17,928
Directors Fees	88,650	86,150
IT Environments	64,581	38,168
Marketing and Communications	16,142	83,476
Recruitment and HR Support	4,486	5,456
Rent	85,972	85,972
Specialist Advisory Services	140,855	-
Travel	37,470	38,787
Other Expenses	322,040	350,490
Total Other Expenditure	**829,456**	**751,781**

Audit Fees
Audit fees for the year ended 30 June 2026 include $4,337 relating to the prior financial year's audit. This amount arose from an understatement of the audit fee accrual in the previous year and has been recognised in the current year on the basis that the amount is not material to the financial statements.

8. Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of Overseer Limited at 28% and the reported tax expense in profit or loss are as follows.

The deferred tax amount is an asset, however, as it is a start-up company and no certainty that the tax losses will be utilised in the near future, this asset is not recognised. Overseer Limited has $2,203,477 tax losses available to be used in future years.

	2026	2025
	$	$
Profit before tax	(203,593)	(648,337)
Adjustment for non-deductible expenses:	2,286	3,952
Adjustment for timing differences	33,423	(21,767)
Expected taxable profit/(loss)	(167,884)	(666,152)
Losses brought forward	(2,035,593)	(1,369,441)
Expected taxable profit/(loss)	-	-
Losses carried forward	**(2,203,477)**	**(2,035,593)**
Domestic tax rate for Overseer Limited	28%	28%
Actual tax expense / (income)	**-**	**-**
Tax expense comprises:	**-**	**-**
Current tax expense	-	-
Tax expense	**-**	**-**
Current tax, recognised directly in other comprehensive income	-	-

9. Cash and cash equivalents

Cash and cash equivalents consist of the following:

	2026	2025
	$	$
Cash at bank and in hand:		
Overseer Ltd Main Account	142,919	161,661
Overseer Ltd Savings Account	1,477,686	1,661,354
	1,620,605	**1,823,015**

10. Property, plant and equipment

Details of the entity's property, plant and equipment and their carrying amount are as follows:

	OFFICE FURNITURE AND EQUIPMENT	TOTAL
	$	$
Cost		
Balance at 1 July 2025	94,726	94,726
Additions	1,173	1,173
Disposals	-	-
Balance at 30 June 2026	**95,899**	**95,899**
Accumulated depreciation and impairment		
Balance at 1 July 2025	77,342	77,342
Disposals	-	-
Depreciation	6,345	6,345
Balance at 30 June 2026	**83,687**	**83,687**
Carrying amount at 30 June 2026	**12,212**	**12,212**

10. Property, plant and equipment (continued)

	OFFICE FURNITURE AND EQUIPMENT	TOTAL
	$	$
Cost		
Balance at 1 July 2024	84,668	84,668
Additions	10,058	10,058
Disposals	-	-
Balance at 30 June 2025	**94,726**	**94,726**
Depreciation and impairment		
Balance at 1 July 2024	67,680	67,680
Disposals	-	-
Depreciation	9,662	9,662
Balance at 30 June 2025	**77,342**	**77,342**
Carrying amount at 30 June 2025	**17,384**	**17,384**

All depreciation and impairment charges and reversals are included within depreciation, amortisation and impairment of non-financial assets. There were no impairment losses or reversal of impairment losses recognised in profit or loss during the period.

11. Intangible Assets

Details of the entity's intangible assets and their carrying amount are as follows:

	WEBSITE	TOTAL
	$	$
Cost		
Balance at 1 July 2025	236,677	236,677
Additions	-	-
Disposals	-	-
Balance at 30 June 2026	**236,677**	**236,677**
Accumulated amortisation and impairment		
Balance at 1 July 2025	182,723	182,723
Disposals	-	-
Amortisation	29,429	29,429
Balance at 30 June 2026	**212,152**	**212,152**
Carrying amount at 30 June 2026	**24,525**	**24,525**

11. Intangible Assets (continued)

	WEBSITE	TOTAL
	$	$
Cost		
Balance at 1 July 2024	163,103	163,103
Additions	73,574	73,574
Disposals	-	-
Balance at 30 June 2025	**236,677**	**236,677**
Amortisation and impairment		
Balance at 1 July 2024	163,103	163,103
Disposals	-	-
Amortisation	19,620	19,620
Balance at 30 June 2025	**182,723**	**182,723**
Carrying amount at 30 June 2025	**53,954**	**53,954**

All amortisation and impairment charges and reversals are included within depreciation, amortisation and impairment of non-financial assets. There were no impairment losses or reversal of impairment losses recognised in profit or loss during the period.

12. Trade and other payables

Trade and other payables recognised consist of the following:

	2026	2025
	$	$
Trade payables	94,831	157,202
Employee entitlements	94,529	35,783
Total trade and other payables	**189,360**	**192,985**

13. Revenue in Advance

Subscription revenue received in advance consist of the following:

	2026	2025
	$	$
Subscription Income Received in Advance	1,000,090	996,084
Total revenue in advance	**1,000,090**	**996,084**

14. Other Current Liabilities

Other liabilities consist of the following:

	2026	2025
	$	$
Pre-paid Farm Accounts	276,181	410,149
Total other liabilities	**276,181**	**410,149**

15. Employee Remuneration

Expenses recognised for employee benefits are analysed below:

	2026	2025
	$	$
Wages and salaries	1,615,996	1,333,615
Kiwisaver	45,893	41,030
Employee benefits expense	**1,661,889**	**1,374,645**

16. Financial Instruments

	2026	2025
	$	$
Financial Assets		
Financial assets measured at amortised cost		
Cash and cash equivalents	1,620,605	1,823,015
Accounts Receivable	134,124	196,632
Financial Liabilities		
Financial liabilities measured at amortised cost		
Trade and Other payables	189,360	192,985

17. Auditor Remuneration

Fees paid or payable to BDO Wellington Audit Limited	2026	2025
	$	$
Audit of the financial statements	19,073	18,532
Auditor remuneration	**19,073**	**18,532**

18. Equity

The share capital of Overseer Limited consists only of fully paid ordinary shares; the shares do not have a par value. No dividends or distributions can be made to shareholders as per the Shareholders Agreement. Shares have equal voting rights.

	2026	2026
	Shares	$
Shares issued and fully paid:		
Beginning of the period	2,652,000	2,650,000
Share issue	-	-
Total contributed equity at 30 June 2026	**2,652,000**	**2,650,000**

	2025	2025
	Shares	$
Shares issued and fully paid:		
Beginning of the period	2,652,000	2,650,000
Share issue	-	-
Total contributed equity at 30 June 2025	**2,652,000**	**2,650,000**

18.1 Retained Earnings

The details of other reserves are as follows:

	RETAINED EARNINGS
	$
Balance at 1 July 2025	(2,142,555)
Total Comprehensive Revenue and Expense for the period	(203,593)
Before tax	(2,346,148)
Tax benefit	-
Net of tax	(2,346,148)
Balance at 30 June 2026	**(2,346,148)**

	RETAINED EARNINGS
	$
Balance at 1 July 2024	(1,494,218)
Total Comprehensive Revenue and Expense for the period	(648,337)
Before tax	(2,142,555)
Tax benefit	-
Net of tax	(2,142,555)
Balance at 30 June 2025	**(2,142,555)**

19. Commitments

Overseer Limited entered into a 3 year lease commencing 17 June 2024. Annual rental is $79,900. There is one right of renewal for 3 years on 17 June 2027.

	2026	2025
	$	$
Not later than one year	77,735	79,900
Later than one year but not later than five years	-	77,735
Later than five years	-	-
Total lease commitments	**77,735**	**157,635**

20. Contingent Liabilities

There are no contingent liabilities at 30 June 2026. (2025 Nil)

21. Related party transactions

AgResearch, a shareholder of Overseer Limited

	2026	2025
	$	$
Funding Provided for Projects	28,171	-
Paid for services	-	200
Receivable at year end	28,171	-

Ministry for Primary Industries

	2026	2025
	$	$
Funding Provided for Projects	28,171	-
Receivable at year end	28,171	-

The Fertiliser Association of New Zealand

	2026	2025
	$	$
Funding Provided for Projects	28,171	-
Receivable at year end	28,171	-

21. Related party transactions (continued)

Harrier Rock Enterprises Limited, Ian Clarke is a director

	2026	2025
	$	$
Director Fees	58,650	58,650
Expenses Reimbursed	3,266	5,707
Payable at year end	**5,262**	**4,888**

Muller Molloy & Associates, Graeme Muller is a director

	2026	2025
	$	$
Director Fees	30,000	27,500
Expenses Reimbursed	1,185	2,206
Payable at year end	**2,500**	**2,500**

Amounts payable at year end are recorded exclusive of GST.

20.2 Key Management

Key management remuneration includes executive director fees paid to board members and compensation paid to key management personnel.

	2026	2025
	$	$
Board Members	88,650	86,150
Other Key Management	722,525	893,239
Other Key Management Full-time Equivalents	**3.0**	**3.9**

22. Post-reporting date events

There were no events that have occurred after balance date that would have a material impact on the Financial Statements.

23. Going Concern

The Company recorded deficits of $648,337 for the year ended 30 June 2025 and $203,593 for the year ended 30 June 2026 and had net assets of $303,852 at 30 June 2026.

Market developments have raised questions about the original expectation that subscription revenue alone could fund operating costs. In response, the Company is refining its positioning, pursuing additional project funding, applying annual subscription price reviews and separately pricing changes in project scope. The Directors have adopted a forecast designed to control expenditure and preserve liquidity while these measures are implemented.

On the basis of the Company's available cash reserves and its forecast through June 2028, the Directors consider it appropriate to prepare the financial statements on a going concern basis. The forecast remains cash-positive, including under a downside scenario considered by management.

Directory

Overseer Limited

Computer Software Publishing

Registered Office

Level 4
2 Woodward Street
Wellington
New Zealand

Incorporation Number

5920922

New Zealand Business Number

9429042247791

IRD Number

199-429-595

Directors

Ian Andrew Clarke
Veronica Mary Power
Kelvan Francis Smith
Joy Marie Bradley (resigned 9 February 2026)
Graeme Muller
David Houlbrooke (appointed 9 February 2026)

Chartered Accountants

MTM Accounting Limited

Auditors

BDO Wellington Audit Limited

Bankers

ASB Bank Limited

Board Proceedings

The board meets at least quarterly. The agenda is established by the chair and chief executive. The chief executive otherwise keeps the board informed of matters between meetings. A report is prepared for each meeting that includes: progress on the implementation of the business plan, stakeholder engagement, product updates, health and safety, financials and risks.

To ensure that independent judgement in respect of its decision making, the board maintains an interests register and conflict declaration process.

The Company holds Directors' and Officers' Liability insurance.

Governance framework

The Board maintains a governance framework appropriate to the nature, scale and responsibilities of Overseer Limited. Key governance documents include the board charter, and policies governing delegated authorities, remuneration, working capital and financial reserves, whistleblower protection, intellectual property, transparency, data sharing, and product governance.

Management maintains the operational policies and procedures necessary to implement this framework. Employee policies are controlled through the Company's human-resources system, while information-security policies, standards and procedures are maintained through Overseer's ISO 27001-certified Information Security Management System.

The Board receives regular reporting on financial performance and sustainability, organisational risk, health and safety, product governance and information security.

Health and Safety

The Company is fully committed to the provision of a safe and healthy work environment. The Company aspires to a zero harm standard under its Health and Safety Policy, which was attained during the year.

Interests Particulars

The Company maintains a register of director interests and considers potential conflicts ahead of each board meeting. In FY26 no actions were required to be taken to avoid conflicts.

Corporate Governance

Shareholding

Overseer Limited was registered in April 2016 as a limited liability company. It is also a Public Benefit Entity given its shareholding and board composition. The company is jointly owned in equal ordinary shares by the New Zealand Phosphate Company Limited and AgResearch Limited. The Ministry for Primary Industries has equal voting rights alongside the shareholders.

Board of Directors

The board is responsible for the overall corporate governance of the Company including strategic direction, determination of policy, and the approval of significant contracts, capital and operating costs, financial arrangements and investment priorities. The Board recognises the importance of good corporate governance.

Independent Directors

Ian Clarke - Chair

Ian has over 30 years' experience in the information technology, agriculture, gas and television production industries — holding a range of executive and management roles. He headed technology company Fronde as its Chief Executive Officer for eight years' and life sciences technology company ADInstruments for four years

Graeme Muller

Graeme Muller is the Chief Executive of NZTech. He holds an MBA from Cass Business School in London, a Marketing Degree and Bachelor of Pharmacy. He brings a career in technology and business research, management consultancy and marketing across multiple sectors and geographies.

Owner Appointed Directors

David Houlbrooke (appointed 9 February 2026)
Dr David Houlbrooke holds a Bachelor of Science and a Master of Science (Hons) in Earth Sciences from the University of Waikato, and a PhD in Soil Science from Massey University. He currently serves as Chief Science Capability Officer at the Bioeconomy Science Institute. Dave is past President the New Zealand Society of Soil Science and has actively researched in areas of soil physical quality and nutrient management including good management practices for land application of farm dairy effluents.

Joy Marie Bradley (resigned 9 February 2026)

Dr Marie Bradley is Director, Strategy & Communications at AgResearch. She has extensive experience in New Zealand's primary industries and science system including as a researcher, in funding agencies such as Foundation for Research, Science & Technology and MBIE, with government liaison within Plant and Food Research and AgResearch. Marie has governance roles as Council member on Royal Society Te Apārangi and on Collaboration Council for Better Border Biosecurity.

Kelvan Smith

Kelvan has held senior executive positions in both the core public and the state-owned enterprise sectors. Kelvan has a strong primary sector and biosecurity background, he is the Independent Chair of the Mycoplasma Governance Group, MPI Observer on the OSPRI Board and Chair of the New Zealand Food Safety Advisory Board. His other governance roles include the St John Priory Board and he chairs the St John People and Capability Committee.

Vera Power

Dr Vera Power is Chief Executive at The Fertiliser Association. She has worked internationally in agricultural research, assessment of environmental impacts and regulation of intensive agriculture. She has government policy experience on both water and climate.