# **Springhill Forest Investment**

# **Investment Report**

10 June 2022



Investors at a Broadlands Group forest visit.

Photo Nov 2019

A holding of 200 shares in the named forest investment available for purchase by tender, facilitated by Forest Enterprises.

| Indicative Value         | \$40,100 - \$41,400 |
|--------------------------|---------------------|
| Projected Harvest Return | \$110,474 pre-tax   |
| Forest Location          | Gisborne            |

This Investment Report provides an overview of the named Forest Enterprises investment, its structure, the asset, and projected valuations and returns.

Forest Enterprises makes every effort to arrive at reasonable calculations based on our 50 years' forestry knowledge, including our ongoing harvesting experience.

Investors should be aware that the projections and timings provided may vary over time depending on many factors, and the resulting changes could be material.

All assumptions are outlined in this report (refer page 2), or the latest annual Financial Report available from the Companies Office Disclose Register at <u>www.companiesoffice.govt.nz/disclose</u>



5 Papawai Place, Masterton 5810 | PO Box 128, Masterton 5840, New Zealand Office +64 6 370 6360 | Fax +64 6 370 6369 | www.forestenterprises.co.nz Forest Enterprises is the business name of Forest Enterprises Growth Limited and its subsidiary

Forest Enterprises is the business name of Forest Enterprises Growth Limited and its subsidiary Forest Enterprises Limited. Forest Enterprises Limited is licensed to manage Managed Investment Schemes (excluding managed funds) which are primarily invested in forestry assets.

# Key investment details

| Shares available to purchase               | One parcel of 200 shares in <b>Springhill Forest Investment</b><br>Only bids for the entire shareholding will be accepted   |
|--|---|
| Indicative Value                           | \$40,100 at 8% IRR* - \$41,400 at 7.5% IRR*<br>* tax paid compounded return per annum over the investment term  |
| Projected Harvest Return                   | \$110,474 pre-tax   |
| Projected Harvest Timing                   | 2022 - 2033   |
| Projected Future Investor<br>Contributions | Ongoing Calls, \$0 per annum<br>Investor Administration Fee, \$40 per annum   |
| Investment Structure                       | <ul> <li>Registered Managed Investment Scheme (MIS) SCH10979</li> <li>Springhill Forest LP (Limited Partnership) 25,000 LP shares</li> <li>Springhill Forest GP Limited (General Partner) 25,000 GP shares</li> </ul> |
| Investment Disclosure                      | Companies Office Disclose Register <u>www.companiesoffice.govt.nz/disclose</u><br>Search Schemes by Scheme Name or Scheme Number (above)  |
| Licensed Manager                           | Forest Enterprises Limited (FSP37784)   |
| Forest Location                            | 21km north of Gisborne (refer map on page 11)   |

#### Information provided in this report

- How to purchase the shares
- What will the investment cost?
- What is the projected return?
- Cashflow projection
- About the investment
- About the forest and location
- More information available

#### Assumptions in this report

- All values and amounts expressed in this report are based on a holding of 200 shares, unless stated otherwise.
- The Indicative Value and the Projected Harvest Return have been calculated using the assumptions set out in this report.
- Changes to the assumptions can have a material effect on the figures quoted in this report.

#### Contact us, anytime

Feel free to contact us for more information or if you have any questions about our investments. Copies of relevant investor communications to date relating to this investment are available on request.

Visit our website at <u>forestenterprises.co.nz</u> for further information about investing in forestry with Forest Enterprises, including Frequently Asked Questions.

#### Sean Roberts

Customer Services Manager, Forest Enterprises 0800 746 346 (free within New Zealand) or +64 6 370 6360 sroberts@forestenterprises.co.nz

# How to purchase the shares

#### The tender process

Forest Enterprises operates a secondary market for the sale and purchase of shares in our forestry investments. This is to enable our existing clients to liquidate their investment and to allow prospective investors to buy into established Forest Enterprises forests. We facilitate a tender process matching willing buyer with willing seller.

To submit an offer, complete and return to us a **Tender Form**. Our contact details are on page 2. Email is the most efficient option.

A Tender Form is available to download from our website at the following link — it includes the Terms and Conditions of your offer.

https://www.forestenterprises.co.nz/wp-content/uploads/2018/10/Tender-Form\_New-Investor\_Secondary-Market.pdf

#### What you offer is up to you

The total purchase price you offer may be within, above or below the indicative valuation range previously noted. Prospective investors usually set the value of their offer based upon a projected rate of return they wish to achieve over the duration of the investment.

Should your offer be accepted, you and the seller will be required to co-sign a **Deed of Assignment and Power of Attorney** to transfer the ownership of the shares.

An Example Deed of Assignment and Power of Attorney is available to read and download from our website at the link below. This Deed outlines the terms of share ownership.

https://www.forestenterprises.co.nz/wp-content/uploads/2020/09/Example-Deed-of-Assignment-and-Powerof-Attorney.pdf

# Who can invest?

An eligible Forest Enterprises investor is:

- an individual aged 18 years or over, investing on their own or jointly, or
- a company, a trust or a partnership, and
- may be a New Zealander or an overseas person
- who holds a New Zealand Inland Revenue Number (IRD number) for tax purposes regardless of residency status

#### **Overseas persons can invest**

Overseas persons can invest provided no more than 25% of the investment is held by overseas persons. The Overseas Investment Act 2005 defines an overseas person as an individual who is neither a New Zealand citizen nor ordinarily resident in New Zealand. Contact Forest Enterprises for more information if this is relevant to you.

#### Verifying new customer identity

As a Financial Services Provider, we are required under the New Zealand Anti-Money Laundering and Countering Financing of Terrorism Act 2009 to undertake due diligence on all new customers to prevent the criminal use of funds.

This requires us to:

- gather information about customer identity and residential address, and
- verify a customer's identity, to ensure the customer is who they say they are.



## Indicative valuation range

# \$40,100 to \$41,400 for a 200-share holding

An offer at the indicative value of \$40,100 represents an 8% tax paid compounded return per annum over the investment term, while an offer at the indicative value of \$41,400 represents a 7.5% tax paid compounded return per annum.

These indicative values are for a holding of 200 shares in Springhill Forest and represent the net present value of the Cashflow Projection set out on page 9, assuming a marginal tax rate of 33 cents in the dollar.

The indicative valuation range is provided as a basis upon which prospective investors may determine the amount they wish to tender as a purchase price. Changes in the assumptions underlying the Cashflow Projection can have a material impact which may increase or decrease the return. Prospective Investors should therefore take account of this reality when reflecting on an offer.

#### Projected future payments

| Calls, \$0                           | Forestry is a contributory investment in nature, where investors pay the funding required each year, in addition to the initial purchase price.<br>Currently there are no projected future payments for one holding of 200 shares in this investment as the Calls are offset by the carbon lease income. |
|--------------------------------------|--|
| Investor Administration<br>Fee, \$40 | The annual Investor Administration Fee of \$40 is paid once per investor per year, regardless of the number of shares held in Springhill Forest Investment.  |

#### Investment profit / (loss)

Under current New Zealand tax law, any profit each year will be subject to tax at the investor's marginal tax rate. Resident Investors are entitled to a share of any tax losses and are advised of the amount in May each year.

As set out in the Cashflow Projection on page 9, there no future annual Call payments, therefore the total projected tax savings for one holding of 200 shares in Springhill Forest are now minimal. Non-residents (such as Overseas Persons, see page 3) should check with their Tax Adviser.

Partners on the Register of Partners at the end of the Limited Partnership's (LP) financial year (31 March) will be allocated the full year's profit or loss for tax purposes pro rata to their respective LP shares. It is important to note that allocation will have no regard to transfers during the year, so any transfer price should reflect the consequences of whether the buyer or seller has paid any Call or received any Distribution during the year of transfer.



# What is the projected return?

# \$110,474 gross in years 2023-2034 for a 200 shareholding

For the purposes of the projection, it is assumed that Springhill Forest will be harvested over 12 years, as part of a Collective Harvest Joint Venture (see below). Refer to page 7 for details on how the projected return at harvest has been calculated.

The table below shows the projected gross (pre-tax) return at harvest for one holding of 200 shares in Springhill Forest using Forest Enterprises' 36-month average log prices to 31 December 2021. Changes in log prices or costs during the term of the investment will result in a change (increase/decrease) to the projected returns.

| Projected Gross Return at Harvest for 200 Shares |                     |                |                     |  |
|--|---------------------|----------------|---------------------|--|
| Year   | Current Prices -10% | Current Prices | Current Prices +10% |  |
| 2022   | \$7,899             | \$11,451       | \$15,003            |  |
| 2023   | \$4,771             | \$6,694        | \$8,617             |  |
| 2024   | \$4,919             | \$6,647        | \$8,374             |  |
| 2025   | \$2,131             | \$2,983        | \$3,836             |  |
| 2026   | \$13,746            | \$17,996       | \$22,247            |  |
| 2027   | \$11,930            | \$15,929       | \$19,929            |  |
| 2028   | \$420               | \$1,243        | \$2,067             |  |
| 2029   | \$1,937             | \$2,788        | \$3,639             |  |
| 2030   | \$1,165             | \$1,990        | \$2,815             |  |
| 2031   | \$13,121            | \$17,408       | \$21,695            |  |
| 2032   | \$51                | \$891          | \$1,731             |  |
| 2033   | \$23,614            | \$24,454       | \$25,294            |  |
| Total  | \$85,704            | \$110,474      | \$135,247           |  |

# Tax at harvest

Under current tax law, harvest proceeds will be paid to resident investors as a gross amount and investors will be responsible for paying tax at their marginal rate. The net return to investors will depend on their marginal tax rate at the time of harvest. In addition to harvest income, investors will receive their share of the value of the land as a capital payment (non-taxable) when sold.

Non-resident's (such as Overseas Persons, see page 3) should check with their Tax Adviser.

#### Selling shares before harvest

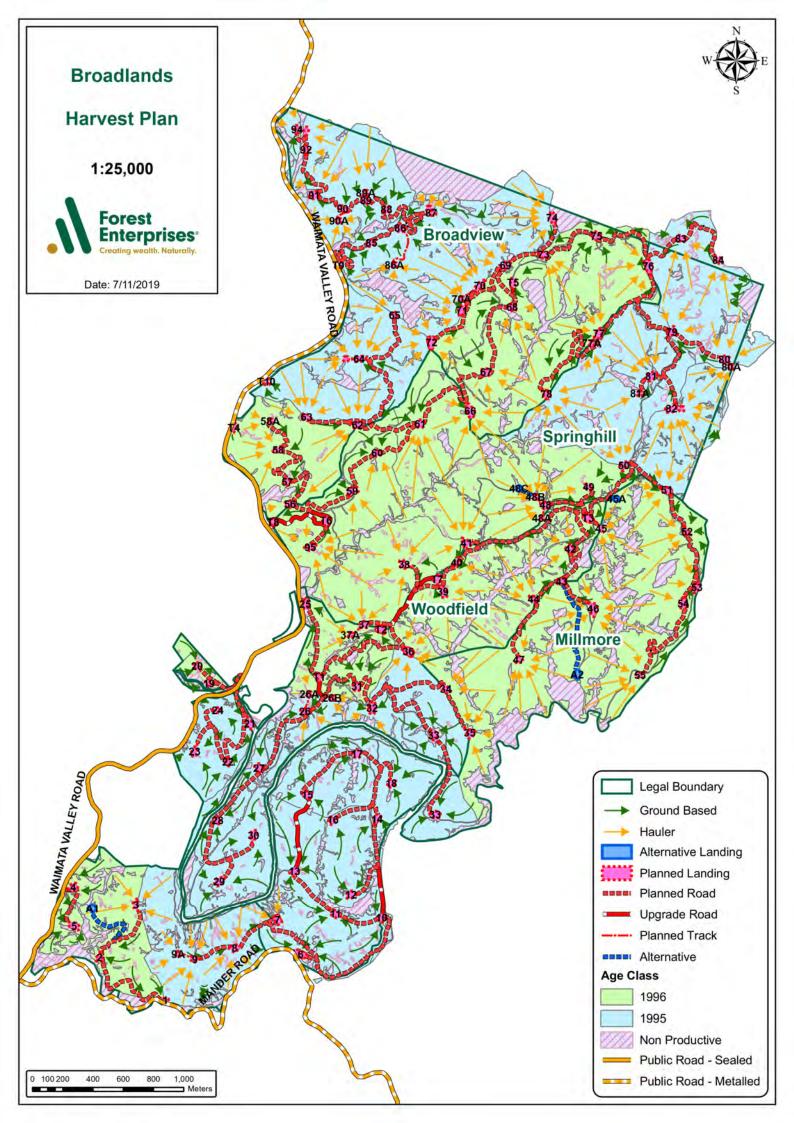
Shares can be sold at any time before harvest, however the sale is deemed to be a disposal of the underlying assets (land and trees). The sale of trees is a taxable event, whereas the sale of land is not. Section HG 5 of the Income Tax Act 2007 creates a \$50,000 threshold for the value of the tree crop (in any 12-month period), under which this taxation treatment does not apply.

# Harvest Plan – Collective Harvest Joint Venture

Springhill Forest Investment will harvest by way of a joint venture with three neighbouring Forest Enterprises investment forests. This forest group is referred to as the Broadlands Group. Harvest has just commenced. Springhill Forest Investment will receive 25.6% of the net harvest proceeds from the harvest joint venture. Springhill Forest Investment also has a 25.3% share in the Limited Partnership entity which holds the land titles of the four participating investments (Land LP).

Copies of any client communications on the joint venture to date, and financial calculations, can be located at <u>www.forestenterprises.co.nz/broadlands-group/</u>.





# How has the projected return at harvest been calculated?

#### General notes to the cashflow projection

The Cashflow Projection<sup>1</sup> (page 9) reflects our current estimate of the cost of the work to be done or services provided, year by year through to harvest, based upon log prices.

The cashflow for the Broadlands Group Collective Harvest projects stumpage revenue for the harvest of the m3 set out each year. Each forest's share from the collective harvest cashflow is shown in the "Harvest" line of each forest's individual cashflow.

This prospective financial information will form the basis of future assumptions for financial reporting purposes. Actual revenues, costs and timing may vary from the projections because of changes over time to the work program and prices. The changes may be material.

Harvest assumptions include ---

- The log volumes and grades are based on the latest pre-harvest inventory.
- A sales scenario based upon the Port of Gisborne as the point of sale has been used, and therefore assumes demand will exist at harvest time at this destination. Other scenarios will produce different stumpage outcomes.
- Log prices after the first financial year are Forest Enterprises' 36-month average log prices.
- Harvesting and cartage costs are based upon the costs currently being paid by Forest Enterprises for current harvesting.
- The cost of the roading network required at harvest is substantial. At this stage, a provision of \$12.62/ m3 has been provided for.
- The weighted average split between hauler and ground-based logging has been used for all forests.

Other assumptions include —

- It is assumed that the Land will be sold in the final year of harvest, and the value used is the September 2020 Valuations.
- Replanting of the areas harvested has been assumed to occur in the winter following harvest and the replanted treecrop sold at the conclusion of harvest (in addition to the Land).
- The cashflow above includes the annual \$40 Investor Administration Fee, charged once per investor per year in addition to Calls regardless of the size of shareholding.

The Projected Cashflow (page 9) has costs for re-establishing the forest following harvest and other land holding costs. It is assumed investors receive payment for the re-established treecrop, plus sale of the land, in the final year.

<sup>&</sup>lt;sup>1</sup> Future distributions in the cashflow projection should be taken as a guide only. Prospective financial information, by its nature, is inherently uncertain. It involves predictions of future events that cannot be assured as well as risks and uncertainties which are often beyond the control of the Manager. These risks and uncertainties include, but are not limited to, the non-occurrence of anticipated events or alternatively events occurring that were not anticipated. Various risk factors and the management thereof may influence the future success. Accordingly, actual results may vary from the prospective financial information, and those variations may be significantly more or less favourable. The Manager does not guarantee the achievement of the prospective financial information.



## Net stumpage

The return at harvest is expressed as the net stumpage per hectare. The calculated harvest return is a projection based upon a number of critical assumptions which are outlined in the latest annual financial statements. The net stumpage for the Broadlands Group of forests is currently projected to be \$46,432 per hectare.

| Log Type | Projected<br>Recoverable<br>Volume<br>(m <sup>3</sup> /ha) | Percentage | FE Price at<br>Point of<br>Sale<br>(\$/m <sup>3</sup> ) | Total<br>Production<br>Costs<br>(\$/m³) | Net Return<br>Stumpage<br>(\$/m³) | Contribution<br>to Stumpage<br>(\$/ ha) |
|----------|--|------------|---|---|-----------------------------------|---|
| Export   |  |            |   |   |                                   |   |
| P40      | 88.9   | 11%        | \$176.85  | \$78.80                                 | \$98.05                           | \$8,712                                 |
| P30      | 7.7  | 1%         | \$142.75  | \$78.80                                 | \$63.95                           | \$490                                   |
| А        | 435.1  | 56%        | \$132.60  | \$78.80                                 | \$53.80                           | \$23,409                                |
| К        | 88.7   | 11%        | \$117.15  | \$78.80                                 | \$38.35                           | \$3,401                                 |
| KI       | 56.8   | 7%         | \$110.10  | \$78.80                                 | \$31.30                           | \$1,778                                 |
| KIS      | 26.3   | 3%         | \$99.15   | \$78.80                                 | \$20.35                           | \$534                                   |
| Domestic |  |            |   |   |                                   |   |
| P35      | 76.1   | 10%        | \$185.35  | \$78.80                                 | \$106.55                          | \$8,108                                 |
| Totals   | 779.5  | 100%       |   |   |                                   | \$46,432                                |

## Annual investment costs

All projected costs relating to the investment are included in the cashflow projection. Some key projected costs not included in the stumpage calculations include rates and insurance, fees, replant/establishment and tending.



# **Cashflow projection**

Taken from the 31 December 2021 Financial Report. Please refer to the assumptions outlined from page 7. Note: the reference to 'Each Investment Unit' refers to a parcel of 200 shares.

|  | 671       |                      |                      |              | T             |                |                    |                    |                    |               |                    |              |                      |
|--|-----------|----------------------|----------------------|--------------|---------------|----------------|--------------------|--------------------|--------------------|---------------|--------------------|--------------|----------------------|
| Financial Year ending December 2021                            | 2022      | 2023                 | 2024                 | 2025         | 2026          | 2027           | 2028               | 2029               | 2030               | 2031          | 2032               | 2033         | TOTAL                |
| Total Group Hectares Planted<br>Total Group Hectares Harvested | 220.0     | 219.5<br>94.6        | 94.6<br>82.9         | 82.9<br>40.2 | 40.2<br>192.2 | 192.2          | 175.1<br>34.3      | 34.3<br>35.5       | 35.5<br>33.2       | 33.2<br>171.3 | 33.2               | 33.5<br>33.1 | 1,112.29<br>1,145.60 |
| EXPENDITURE  |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Capital Expenditure<br>Depreciable                             |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Road Formation   | 661,220   | 222,490              | 195,920              | 95,230       | 459,480       | 421,410        | 83,400             | 86,420             | 81,270             | 420,740       | 81,790             | 81,560       | 2,890,930            |
| Land Preparation<br>Deductible Expenditure                     |           | 44,310               | 19,090               | 16,740       | 8,110         | 38,780         | 35,340             | 6,920              | 7,170              | 6,690         | 34,580             | 6,760        | 224,490              |
| Forestry Expenditure   |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Establishment  |           | 134,100              | 61,750               | 52,380       | 26,050        | 118,110        | 110,410            | 24,100             | 22,320             | 20,890        | 105,260            | 23,540       | 698,910              |
| Tending  | 0000      | 0701                 | 000                  |              | 09            | 20             | 114,680            | 49,420             | 138,280            | 125,590       | 163,650            | 132,870      | 724,570              |
| Denterance   | 9,280     | 5,310<br>5,310       | 5,380                | 0,090        | 4,820         | 4,900<br>5,000 | 5,620              | 5,610              | 5,620              | 4,930         | 5,03U              | 5,030        | 68,320               |
| Insurance  | 12.290    | 12.030               | 11.620               | 11.670       | 9.760         | 0,000<br>8,330 | 8.630              | 8.620              | 8,630              | 6,680         | 6.950              | 6.910        | 112.120              |
| Rates  | 9,330     | 9,330                | 9,330                | 9,330        | 9,330         | 9,330          | 9,330              | 9,330              | 9,330              | 9,330         | 9,330              | 9,330        | 111,960              |
| Other Expenditure  | -         |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Management   | 5,000     | 5,000                | 5,000                | 5,000        | 5,000         | 5,000          | 5,000              | 5,000              | 5,000              | 5,000         | 5,000              | 5,000        | 60,000               |
| Investor Admin Fee   | 3,250     | 3,250                | 3,250                | 3,250        | 3,250         | 3,250          | 3,250              | 3,250              | 3,250              | 3,250         | 3,250              | 3,250        | 39,000               |
| Trustees Fees  | 2,110     | 2,110                | 2,110                | 2,110        | 2,110         | 2,110          | 2,110              | 2,110              | 2,110              | 2,110         | 2,110              | 2,110        | 25,320               |
| Audit Fees<br>Investment I Indate & Valuation                  | 3,900     | 3,900                | 3,900                | 3,900        | 3,900         | 3,900          | 3,900              | 3,900<br>1 380     | 3,900              | 3,900         | 3,900              | 3,900        | 46,800               |
| Legal & Other Professional Fees                                | 060.6     | 2.000                | 2.000                | 2.000        | 2.000         | 2.000          | 2.000              | 2.000              | 2.000              | 2.000         | 2.000              | 2.000        | 31,090               |
| Mapping & Inventory  | 7,040     | 650                  | 280                  | 250          | 120           | 1,230          | 800                | 350                | 230                | 670           | 1,030              | 200          | 12,850               |
| Borrowing Costs & Bank Fees                                    | 100       | 100                  | 100                  | 100          | 100           | 100            | 100                | 100                | 100                | 100           | 100                | 100          | 1,200                |
| Indus try Subscriptions & Levies                               | 14,230    | 7,740                | 7,150                | 4,530        | 14,670        | 13,910         | 4,450              | 4,530              | 4,450              | 14,760        | 4,500              | 4,500        | 99,420               |
| Forest Management Certification                                | 3,430     | 3,430                | 3,430                | 3,430        | 3,430         | 3,430          | 3,430              | 3,430              | 3,430              | 3,430         | 3,430              | 3,430        | 41,160               |
| Filing Fees & Disbursements                                    | 2,030     | 2,030                | 2,030                | 2,030        | 2,030         | 2,030          | 2,030              | 2,030              | 2,030              | 2,030         | 2,030              | 2,030        | 24,360               |
| Investor Meeting Costs   | 100       | 100                  | 100                  | 100          | 100           | 3,600          | 100                | 100                | 100                | 100           | 100                | 1 00         | 4,700                |
| Foresuy Kignis<br>Contingency                                  |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
|  | 750,700   | 464,470              | 339,050              | 224,360      | 560,660       | 647,820        | 401,320            | 223,960            | 305,960            | 638,600       | 441,380            | 299,960      | 5,298,240            |
| RECEIPTS   |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Capital Receipts   |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Net Current Assets   | 106,420   |                      |                      |              |               |                |                    |                    |                    |               |                    |              | 106,420              |
| Sale of Land & Improvements                                    |           |                      |                      |              |               |                |                    |                    |                    |               |                    | 1,064,880    | 1,064,880            |
| Sale of NZUS   |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Carbon Rights  |           | 47,750               | 42,870               | 38,590       | 36,520        | 26,610         | 17,580             | 15,810             | 13,980             | 12.270        | 3,430              | 3,430        | 258,840              |
| Interest   | 1,000     | 1,000                | 1,000                | 1,000        | 1,000         | 1,000          | 1,000              | 1,000              | 1,000              | 1,000         | 1,000              | 1,000        | 12,000               |
| Harvest  | 2,074,630 | 1,252,440            | 1,126,010            | 557,690      | 2,772,690     | 2,611,390      | 538,140            | 555,680            | 539,720            | 2,801,280     | 548,350            | 547,950      | 15,925,970           |
| Sale of Second Rotation Trees                                  |           |                      |                      |              |               |                |                    | 000 000            |                    |               |                    | 1,739,420    | 1,739,420            |
| I U AL RECEIPIS<br>NET CASHFLOW                                | 2,182,050 | 1,301,190<br>836,720 | 1,169,880<br>830,830 | 372.920      | 2,810,210     | 2,639,000      | 556,720<br>155.400 | 572,490<br>348,530 | 554,700<br>248.740 | 2,175,950     | 552,780<br>111.400 | 3,356,680    | 19,107,530           |
| CASHE OW FOR FACH INVESTMENT LINIT                             |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Calendar Year of Call Payment                                  | 2022      | 2023                 | 2024                 | 2025         | 2026          | 2027           | 2028               | 2029               | 2030               | 2031          | 2032               | 2033         | TOTALS               |
| Cash Payable per Unit per Annum                                |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Cash Receivable per Unit per Annum                             | 11,451    | 6,694                | 6,647                | 2,983        | 17,996        | 15,929         | 1,243              | 2,788              | 1,990              | 17,408        | 891                | 24,454       | 110,474              |
| TAX ANALYSIS FOR EACH INVESTMENT UNIT                          |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |
| Tax Year ending December                                       | 2022      | 2023                 | 2024                 | 2025         | 2026          | 2027           | 2028               | 2029               | 2030               | 2031          | 2032               | 2033         | TOTALS               |
| Cashflow per Unit before Tax                                   | 11,451    | 6,694                | 6,647                | 2,983        | 17,996        | 15,929         | 1,243              | 2,788              | 1,990              | 17,408        | 891                | 24,454       | 110,474              |
| Taxation Benefit at 33%  |           | 0100                 | 107                  | 000 1        | 0 L L         | 0 110          | T OF               | 107 7              | 000                | 010           | 100                | 100          | 111 100              |
| laxauon Payable at 33%<br>Cash Davahla nar Ilnit affar Tav     | C+2,C-    | -2,913               | -2,/01               | 10071-       | -/ ,1/ 3      | -0,412         | -124               | -1,107             | 020                | -0,0/ 3       | - 00-              | -0,482       | -41,303              |
|  |           |                      |                      |              |               |                |                    |                    |                    |               |                    |              |                      |



# About the investment

### Limited Partnership investment structure

The Springhill Forest Investment is a Managed Investment Scheme (MIS) under the Financial Markets Conduct Act 2013 (FMC Act).

The Springhill Forest Investment comprises a limited partnership registered under the Limited Partnerships Act 2008 called Springhill Forest LP (the Limited Partnership, LP) with one general partner which is a registered company under the Companies Act 1993 called Springhill Forest GP Limited (the General Partner, GP).

Investors in the Springhill Forest Investment have limited partner shares in the LP plus an equivalent number of company shares in the GP. The Limited Partnership Agreement requires that the 25,000 issued shares in the GP company partnership, are to be held pro rata to the number of limited partners shares held by the limited partners.

#### Limited Partnership is a Managed Investment Scheme

The Springhill Forest LP was registered as a MIS under the Financial Markets Conduct Act 2013 (FMC Act) on 29 November 2016. By consequence of the Act's definition of "managed investment scheme", the Limited Partnership is the registered MIS.

The Deed of Scheme Management is the pre-eminent Governing Document of the MIS, and sets out the rights, obligations and duties of the Manager, the Supervisor, the Custodian and the Limited Partners in relation to the MIS including provisions for compliance with the FMC Act.

#### Limited liability

As the Springhill Forest Investment is a LP, the liability of investors (Limited Partners) is limited and they are only liable to the extent of their capital contributions (funds invested), plus any other obligations expressed in the Limited Partnership Agreement.

| Manager           | Forest Enterprises Limited                   | 5 Papawai Place, PO Box 128, Masterton               |
|-------------------|--|--|
| Supervisor        | Trustees Executors Limited                   | Suite 3, 70 Boulcott Street, PO Box 3222, Wellington |
| Financial Auditor | Baker Tilley Staples Rodway<br>Audit Limited | 95 Customhouse Quay, PO Box 1208, Wellington         |
| Forest Auditor    | Forme Consulting Group Limited               | 173 Main Road, PO Box 56-030, Tawa                   |
| Banker            | BNZ  | 193-197 Queen Street, Masterton                      |

## Parties involved in providing the investment

# About Forest Enterprises

Forest Enterprises is New Zealand's original and most successful forestry investment manager. We are unique in providing both forest management and investment services under one roof. Our business is to create wealth naturally for private investors via New Zealand's thriving pine plantation forestry.

Our 6,500 individual investors are mostly New Zealanders. On their behalf we manage a forest estate of more than 20,000 hectares in the North Island regions of Wairarapa, Hawkes Bay and Gisborne. Forest Enterprises is also the property manager of 15,000 hectares of FSC® Certified New Zealand forestry (FSC-C151650) owned by an international impact fund manager.

Since we started in 1972 in Masterton, New Zealand we have remained a locally owned and operated business. We have grown to 32 employees in total, including the company's six shareholders — we are professionals in the fields of forestry, land management, accounting and finance, administration, commercial law and marketing.

Forest Enterprises is the business name of Forest Enterprises Growth Limited (FEG) and its subsidiary Forest Enterprises Limited (FEL). FEL is licensed under the Financial Markets Conduct Act 2013 to manage Managed Investment Schemes (excluding managed funds) which are primarily invested in forestry assets. FEG is contracted by FEL to coordinate and supervise all field activities relating to the land and trees comprising our managed investment estate, at the direction of FEL.

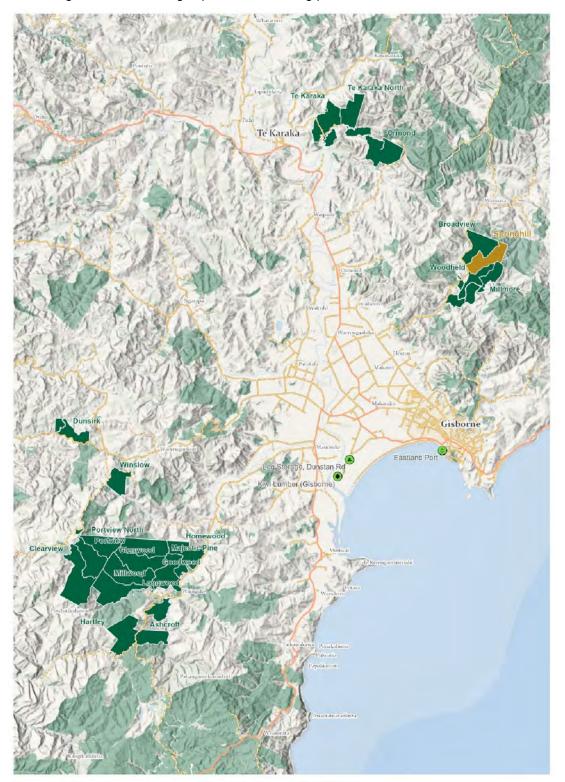


# About the forest

## Location

Springhill Forest, shown in gold on the map below, is located 25km north of Gisborne, in a property comprising a total of 335.9 hectares. It is adjacent to three other Forest Enterprises forest investments, with several others in the vicinity (shown on the map in dark green).

Approximately 15% of the timber we harvest from our managed estate in Gisborne is supplied to local sawmills. We export the balance via Gisborne's international log export port, Eastland Port at the mouth of the Turanganui River. Our log export and marketing partner in Gisborne is PFP.





## **Property description**

The contour of Springhill Forest varies from rolling hills to steeper ridges, with soils of good fertility. Springhill Forest is surrounded by other forests managed by Forest Enterprises, providing potential economies of scale for all forest operations.

#### Climate

The climate is typical of the mild East Coast region with a relatively high annual rainfall of approximately 1400mm. The site index, a forestry term for the indication of growth potential, had been assessed in the original prospectus as an average of 32.5 metres. Following the yield update in 2007, the average site index is now assessed at 34.4 metres, resulting in an increase of timber volume.

#### Forest development status

Springhill Forest comprises a net-planted area of 322.6 hectares established in 1995 and 1996 (see table below). Each block of 200 shares represents 2.58 hectares of established forest on land owned by the Investors.

GF 16 and 17 genetically improved treestocks were used at a target planting density of 1,000 stems per hectare. Pruning and thinning was undertaken to achieve the maximum volume of clearwood (knot free wood) at harvest, coupled with good tree size and restriction of branch size in the unpruned zone (above 6.5 metres).

#### **ETS Carbon Lease**

Springhill Forest LP entered into a business arrangement in 2012 with a company called New Zealand Forest Leasing Ltd, resulting in the carbon in the Post-1989 areas of the forest being leased in return for annual rental payments. Once harvest of the trees owned by the JV concludes, the ETS registration will be transferred back to the JV. This enables it to benefit from the carbon stored in the second rotation trees whilst placing obligations on it to meet ongoing ETS obligations such as filing emission returns. The participant in the ETS is New Zealand Carbon Leasing (No 1) Limited. It is this company and not Springhill Forest LP that has the ETS liability at harvest. A legal opinion to this effect is available on request.

#### Manager's Report

Each year, an Annual Report and Financial Report (financial statements) are available for investors four months after balance date. The Manager's Report within the Financial Report summarises forest activity for the previous and coming year plus other material management issues.

#### Insurance

Forest Enterprises coordinates a bulk insurance policy for the benefit of both its group investment and private clients. Under this policy, each insured peril or type of additional cover in the policy has its own aggregate maximum liability. This insurance approach is generally referred to as 'first loss' i.e. the policy covers any losses during the period of insurance as they occur, but up to a maximum of the nominated sums.

The tree crop is insured by Insurance Facilitators Pty Ltd, an Australian based specialist forestry and crop insurance provider on behalf of and as underwriting agent for HDI Global Specialty SE - Australia (HDI). Standard & Poor's has assigned the financial strength rating of A+ (Strong) to HDI.

The main components of the insurance are:

- The excess is 0.75% of the Sum Insured of each Forest Location with Area Damage, subject to a minimum of \$5,000 and maximum \$225,000 in every Single Cause.
- Windthrow Cover, subject to any proportionate share of the \$6 million global policy maximum.
- Fire Cover, subject to any proportionate share of the \$30 million global policy maximum. The insured value, like the indicative value, is derived by discounting back future cash flows to today's dollars (the discount rate for both valuations is aligned at 7.5%).
- Plantation Re-establishment Costs provides cover for \$2,500 per hectare subject to any proportionate share of the \$5.1 million global policy maximum.



# More information about this investment

This Investment Report should be read in conjunction with the investment's latest annual investment reports, namely the Financial Report.

These and other key disclosure documents are available from the Companies Office Disclose Register at <u>www.companiesoffice.govt.nz/disclose</u> ('Search Schemes' by *Scheme Name* or *Scheme Number*):

| 31 December 2021 Financial Report                                      | Includes reports from the Manager, financial auditor and forest auditor, the financial statements, insurance details, and updated budget, investment valuation and projections.  |
|--|--|
| 31 December 2021 Annual Report   | Prescribed statutory document which includes the fees, details and description of the Scheme.  |
| Deed of Scheme Management (DSM)  | The Deed of Scheme Management is the pre-eminent Governing<br>Document of the MIS. It sets out the rights, obligations and duties of the<br>Manager, the Supervisor, the Custodian and the Limited Partners in<br>relation to the MIS including provisions for compliance with the FMC Act<br>including, but not limited to: |
|  | specific MIS provisions  |
|  | <ul> <li>management of the MIS by the Manager</li> </ul>   |
|  | <ul> <li>supervision of the MIS by the Supervisor</li> </ul>   |
|  | <ul> <li>custodianship of the MIS's Scheme Property</li> </ul>   |
|  | <ul> <li>financial reporting and appointment and duties of the financial<br/>auditor of the MIS.</li> </ul>  |
| Limited Partnership Agreement  | Sets out the matters agreed between the Limited Partnership, the General Partner and the Limited Partners in respect of the operation of the Limited Partnership.  |
| Constitution of the General Partner                                    | Sets out how shareholders, directors and other parties interact with each other.   |
| Statement of Investment Policy and Objectives (SIPO)                   | Sets out the investment policy and objectives of the registered Scheme.  |
| Broadlands Group Collective Harvest<br>Joint Venture                   | Client communications, cashflow projections and proposal documents regarding the Broadlands Group Collective Harvest   |
|  | www.forestenterprises.co.nz/Broadlands-group/  |
| Recommended Carbon Lease<br>Proposal – FAQs                            | Prepared by Forest Enterprises for investors, October 2012   |
| The Impact of the Emissions Trading Scheme on your Forestry Investment | Prepared by Forest Enterprises for investors, May 2009   |





Harvest entrance, overlooking where investors were standing in cover photo

March 2022



Old farm pond available for firefighting

January 2015

