SAVOR

NEW ZEALAND'S PREMIER HOSPITALITY GROUP

17 SITES

Creating original food and entertainment experiences at iconic Auckland locations.

ANNUAL REPORT 2021

SOLID FOUNDATIONS FOR ACCELERATED GROWTH

We have been surging ahead with expansion and extending our key brands, with a focus on agility and resilience. Always with quality and customer in-mind.

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NEW ZEALAND'S PREMIER HOSPITALITY GROUP

Creating original food and entertainment experiences at iconic Auckland locations.

17	395	48%
SITES	EMPLOYEES	WITH 2+ YEAR'S SERVICE

EBISU 寿

AMANO

azabu
PONSONBY | MISSION BAY

ESTD LOBSTER & TAP 2019

ESTD LOBSTER & WAGYU 2020

轰轰厨 BANG BANG KITCHEN

THE REEF • THE LASH • RUST, BONE & RUM •
THE WRECK
ESTD. 2018

OSTRO

tommy's

ORTOLANA

FRESH SEAFOOD
MARKET GALLEY
WOK - FRY - RAW - GRILL
AUCKLAND FISH MARKET

NON SOLO PIZZA
EST. 1997

FUKUKO

EAT AT THE SOURCE
AUCKLAND FISH MARKET
In partnership with the sea
TRADERS SUSTAINABLY STOCKED
WYNYARD QUARTER

THE STORE
BRITOMART

OJI
伯父

CHAIR'S LETTER

AZABU PONSONBY

Dear Shareholders,

On behalf of the Board I would like to thank our long-standing shareholders for their continued support and welcome our new investors who have expressed enthusiasm for the future direction of the Company.

2021 was a year of significant transformation for the Group, divesting the loss making brewery, changing the Board and banking partners as well as welcoming significant professional investors to the register. These changes together with the continued support of our shareholders greatly strengthen the Group's capital structure ensuring Savor is in a much stronger position to deal with future economic uncertainty, as well as pursuing its continued growth strategy.

The Group has cash on hand and now is delivering free cashflow which will allow it to extend its high quality offering and beloved brands to more New Zealanders. Further with the hospitality industry undoubtedly about to experience a period of consolidation, particularly with the dual headwinds of labour shortages and inflationary pressures, Savor is well positioned to take advantage of this changing landscape.

That said, we as a Board are acutely aware of the potential long tail of COVID-19 and consequently will ensure a balanced approach between expansion and capital preservation is maintained to provide the necessary financial strength to withstand these uncertain economic times.

We have been delighted with the performance of the new acquisitions from Hipgroup Limited as well as the procurement initiatives which the Executive team are busy rolling out across the Group that will have material impact on the cost of goods sold. We look forward to discussing these further with you at the Annual Shareholders Meeting in September.

The Groups' year end results should be read in light of the 11 months of the discontinued business financial drag as well as the new Board prudently reviewing the assumptions underlying the carrying value of the Auckland Fish Market venues goodwill, which has borne the brunt of the absence of tourism. I am pleased to report that the core business has performed well, despite revenue being down over 30% compared to the prior year. Earnings for the Core Business has improved by 22% to be $3.6m despite carrying a historical overhead structure. Cash from operations generated a further $2m to finish the year at $3m prior to new capital raised. This result underscores the decision to divest the loss making business and its associated overhead.

In such a difficult year I must remark on the commitment from our fantastic venue staff and those in head office whose unwavering professionalism and commitment to excellence in customer service has carried the business from strength to strength. We also welcome our new directors Ryan Davis and Louise Alexander who bring specialist skills of finance and human resources both of which will be key to executing on the Group's future ambitions.

Thank you again for your investment and support and I am pleased to say Savor has begun the new financial year with strong results across the Group and we look forward to delivering sustained profitable results in the coming months.

Paul Robinson

CEO'S REPORT

Our focus on building a strong profitably future for the business, saw 2021 as a pivotal year for Savor.

The year began with the challenges of COVID-19 and finished with announcing the successful acquisition of the three Hipgroup venues.

We have seen an incredible commitment from our teams across the Group and created greater resilience into every aspect of our business as we've moved through this period of remarkable change. We were pleased to have finished the financial year having achieved a significant step-change in the structure and operations of the Group, which build the foundations for profitable growth heading into 2022.

"OUR PEOPLE ARE THE BACKBONE OF OUR BUSINESS AND DELIVER EXCEPTIONAL CUSTOMER EXPERIENCES ON A DAILY BASIS."

The impact of COVID-19 on the Group throughout 2021 was significant but we saw remarkable resilience in our venues and a strong commitment from our customers to our brands. The reset of cost structures and our cost base provided a solid platform heading into the summer months. The fortitude from all of our team was unwavering and without it we would not have being able to continue.

Azabu and Non Solo Pizza continued to lead our strength in the Auckland suburbs, with revenue for NSP up over 30% compared to the prior year following the successful renovation and relaunch. Azabu, under the steady guidance of Yukio Ozeki, expanded its reach with the launch of Azabu at Mission Bay in November 2020 in time for the strong summer trading period, and continues to exceed our performance expectations.

The Auckland Fish Market venues saw a significant decline in patronage due to the lack of cruise tourists over the past 12 months. Trading continues to be challenging with revenue down by over 50%, however, cost control measures have enabled these venues to achieve a profitability above breakeven. The Group is working closely with Sanford Limited, the site's landlord, to develop the Fish Market further to be well positioned for the return of customers to the area.

Savor Goods provided a strong base for further expansion later in the year with the launch of Savor Goods catering offerings, where a range of our products were available for large scale off-site dining. This proved popular during the America's Cup where customers took to the water and wanted Savor alongside them. The development of a catering business is a natural fit for the Group and this combined with the existing events business allowed the Group to diversify further and reach new markets.

Our people are the backbone of our business and deliver exceptional customer experiences on a daily basis. The border closures have had a negative impact on the availability of experienced European hospitality staff, and with a number of existing staff returning home offshore, staffing levels have been tight over the past 12 months. We have been able to attract a number of additional staff through the strength of our brands, but the labour market is difficult with the wider hospitality market competing for a smaller pool of candidates. The immigration changes through May and June 2021 will continue these challenges, however, we are well placed to continue to attract candidates to our venues.

The acquisition of the Amano, Ortolana and The Store venues from Hipgroup in April 2021 provides the Group with further landmark brands to add to the Group. These venues are iconic in their own right and were established from the initial development of Auckland's Britomart precinct. They are natural additions to the Group and will allow Savor to achieve economies of scale and overhead efficiencies as the unique product offerings across the Group are integrated. The Amano brand itself is very strong and recognized not only across Auckland but across the country as well. This extends to the bakery and gelato offerings and provides significant potential for growth and rollout in the future.

In the early months of the new financial year, the Group has made significant progress on streamlining its supply chain, through consolidating its purchasing with supplier partners and operating a centralized distribution centre. We also continue to develop real time reporting of recipe costings to minimize wastage, which is expected to be implemented across the Group by the middle of the financial year.

The Group has a number of development opportunities in the pipeline. In mid 2021, we look forward to redeveloping the Seafarers Building with the introduction of Bar Non Solo onto the City Terrace on Level 2 and a number of short term concepts for the rooftop space within the next six months, including the return of the ever-popular Akai Doa.

LOOKING TO THE FUTURE

We are working hard to embed the significant changes to our business in 2021 and make strategic decisions to extend our brands and grow into new markets and build a larger, more diverse business. Savor has unconditionally agreed to acquire the Oji Sushi business, established as an anchor tenant of Commercial Bay in 2020. Oji is a disrupter in the sushi market, with an offering spanning the quick service and takeaway markets, as well as providing high quality in-venue experiences. The addition of the Oji brand completes the Group's service offering, as well as providing an additional base for future expansion. The first of this expansion is well underway, with Oji Britomart due to open in Tyler Street alongside Ebisu in mid July 2021.

HIGHLIGHTS

- Strong resilience through a COVID-19 impacted year, transforming the structure and operations of the Group
- Demonstrated strengths of our key brands with Azabu and Non Solo Pizza
- Significant commitment from our team through a challenging period, with staff levels now in excess of 400 people
- Acquisition of Amano, Ortolana and The Store has embedded well, with venues performing above expectations and cost efficiencies already being realised
- Group wide cost control programme underway, underpinned by the development of a central logistics and distribution centre
- Next phase of growth for the Group with the redevelopment of the City Terrace in Britomart, the return of Akai Doa, and the acquisition and roll out of our grab and go sushi offering "Oji".

AZABU MISSION BAY

SNAPSHOT OF RECENT AMANO ACQUISITION

OVERVIEW

Amano is a unique offering within the New Zealand hospitality industry.

Located in Auckland's premier hospitality precinct, Britomart, the acquisition of Amano increases Savor's footprint across both the precinct and within the hospitality industry.

SYNERGIES WITH SAVOR

The acquisition of Amano provides numerous operational synergies including staffing, suppliers and the Group's existing landlords.

Efficiencies in all aspects of operations with Savor.

AMANO

AMANO

THE STORE

"THIS SPECIAL BAKERY AND TRATTORIA HOUSED IN A DOUBLE WAREHOUSE BY THE WHARF IN DOWNTOWN BRITOMART IS A STAND-OUT IN ALL OF NEW ZEALAND."

ORTOLANA

OSTRO

CORPORATE GOVERNANCE

The overall responsibility for ensuring that the corporate governance and accountability of the Company is properly managed, thereby enhancing investor confidence, lies with the Board of Directors. A copy of Savor's Corporate Governance Code ("Code") is available on the Savor website at www.savorgroup.co.nz.

The Code is generally consistent with the principles identified in the NZX Corporate Governance Code, except that as at 31 March 2021:

- The Board did not have a majority of independent directors (per recommendation 2.8) during the financial year, because two out of the six Board members were independent directors; and
- The Company did not have an Audit and Risk Committee comprising solely of non-executive directors (per recommendation 3.1) because executive & independent Directors (Mr Robinson, Ms Henderson and Mr Frank) were on the Audit and Risk Committee during the financial year.

The Company will continue to monitor best practice in the governance area and update its policies to ensure it maintains the most appropriate standards.

An outline of the Company's governance arrangements are set out below. Further detail is available on the Company's website www.savorgroup.co.nz.

THE BOARD OF DIRECTORS

The Board has ultimate responsibility for the strategic direction of Savor and supervising Savor's management for the benefit of shareholders.

The specific responsibilities of the Board include:

- Working with management to review and approve the business and financial plans that set the strategic direction of Savor
- Monitor the Company's performance against its approved strategic, business and financial plans and oversee the Company's operating results on a regular basis so as to evaluate whether the business is being properly managed
- Establishing and overseeing succession plans for the Chief Executive Officer and senior management
- Monitoring compliance and risk management
- Establishing and monitoring Savor's health and safety policies
- Ensuring effective disclosure policies and procedures are adopted
- Ensuring effective reporting processes and procedures
- Ensuring the quality and independence of the Company's external audit process

BOARD MEETING AND COMMITTEE ATTENDANCE

During the year to 31 March 2021 the Company held 12 regular Board meetings. The Audit & Risk Committee met on two occasions. Attendance by individual Directors was as follows:

	BOARD MEETINGS		AUDIT & RISK COMMITTEE MEETINGS	
	ELIGIBLE	ATTENDED	ELIGIBLE	ATTENDED
Geoff Ross	12	12		
Sheena Henderson	12	11	2	2
Rich Frank	12	10	2	2
David Poole	12	12		
Lucien Law	12	12		
Paul Robinson	12	12	2	2

ETHICAL CONDUCT

The Code includes a policy on business ethics which is designed to govern the Board and management's conduct. The Code addresses conflicts of interest, receipt of gifts, confidentiality and fair business practices.

BOARD MEMBERSHIP

As at 31 March 2021, the Board consisted of two Independent Directors, two Non-Executive Directors and two Executive Directors, who are elected based on the value they bring to the Board.

Each Savor Director is a skilled and experienced business person. Together they provide value by making quality contributions to corporate governance matters, conceptual thinking, strategic planning, policies and providing guidance to management.

As at 31 March 2021 the Company's Directors were:

Geoff Ross	Non-Executive Chairman
Sheena Henderson	Independent Director
Rich Frank	Independent Director
David Poole	Non-Executive Director
Lucien Law	Executive Director & CEO
Paul Robinson	Executive Director

Subsequent to year end, Geoff Ross, Sheena Henderson, Rich Frank and David Poole retired from the Board with Ryan Davis and Louise Alexander joining the Board as Independent Directors. Paul Robinson was elected Executive Chairman of the Board in May 2021.

The number of elected Directors and the procedure for their retirement and re-election at Annual Meetings of shareholders is set out in the Constitution of the Company.

Director Independence

In order for a Director to be independent, the Board has determined that he or she must not be an executive of Savor and must have no disqualifying relationship as defined in the Code and the Listing Rules.

The Board has determined that as at 31 March 2021, Sheena Henderson and Rich Frank were Independent Directors, and that as at 11 June 2021, Ryan Davis and Louise Alexander are Independent Directors.

Nomination and Appointment of Directors

The Board is responsible for identifying and recommending candidates. Directors may also be nominated by shareholders under the Listing Rules.

A Director may be appointed by ordinary resolution and all Directors are subject to removal by ordinary resolution.

The Board may at any time appoint additional Directors. A Director appointed by the Board shall only hold office until the next Annual Meeting of the Company but shall be eligible for election at that meeting.

One third of Directors shall retire from office at the Annual Meeting each year. A Director must not hold office past the third Annual Meeting at which they were elected or three years, whichever is longer, but are eligible for re-election by shareholders.

Disclosure of Interests by Directors

The Code sets out the procedures to be followed where Directors have an interest in a transaction or proposed transaction or are faced with a potential conflict of interest requiring the disclosure of that conflict to the Board. Savor maintains an Interests register in which particulars of certain transactions and matters involving Directors are recorded. The Interests register for Savor is available for inspection at its registered office.

Directors' Share Dealings

The Company has adopted a Securities Trading policy, which sets out the procedure to be followed by Directors, staff and associates trading in Savor listed securities, to ensure that trades are not made while that person is in possession of material information which is not generally available to the market. Details of Directors' share dealings during the 12 months to 31 March 2021 are outlined on page 42.

Directors' and Officers' Gender Composition

	2021		2020	
	MALE	FEMALE	MALE	FEMALE
Directors'	5	1	6	1
Officers'	1	1	1	1
Total	**6**	**2**	**7**	**2**

The Board recognises that along with relevant skills, diversity is a key driver of effective Board performance. As the Savor business evolves the Board is committed to creating diversity among Directors while preserving the right mix of skills.

Savor has, within the year to 31 March 2021, adopted a Diversity and Inclusion Policy. Savor's Board have been working on the initial implementation of the Diversity and Inclusion Policy and has not yet set annual targets to meet (as required, where applicable by NZX Listing Rule 3.8.1). The Board will, however, set measurable objectives against which to measure Savor's performance against its Diversity and Inclusion Policy for disclosure in its next annual report.

BOARD COMMITTEES

The Board has three formally constituted committees. These committees, established by the Board, review and analyse policies and strategies which are within their terms of reference. The Committees examine proposals and, where appropriate, make recommendations to the Board. Committees do not take action or make decisions on behalf of the Board unless specifically authorised to do so by the Board.

Audit and Risk Committee

The Audit and Risk Committee is responsible for overseeing risk management, treasury, insurance, accounting and audit activities of Savor, reviewing the adequacy and effectiveness of internal controls, meeting with and reviewing the performance of external auditors, making recommendations on financial and accounting policies, and reviewing external financial and performance reporting and disclosures. The Audit and Risk Committee operates in accordance with the Audit and Risk Management Committee Charter.

The members of the Audit and Risk Committee are Ryan Davis (Chair), Louise Alexander, and Paul Robinson.

Nominations and Remuneration Committee

The Nominations and Remuneration Committee operates within the full Board and is responsible for overseeing management succession planning, establishing employee incentive schemes, reviewing and approving the compensation arrangements for the Executive Directors and senior management, and recommending to the full Board the remuneration of Directors.

People and Culture Committee

The People and Culture Committee operates within the full Board and is responsible for ensuring appropriate procedures are in place to identify and manage potential health and safety risks, as well as overseeing human resource management, recruitment and employee welfare.

REMUNERATION

Remuneration of Directors and executives is the key responsibility of the Nominations and Remuneration Committee. Details of Directors and executives' remuneration and entitlements are set out on page 42.

Directors' Remuneration

For the year ended 31 March 2021, Directors' fees have been fixed at $75,000 per annum for the Chairman (2020: $75,000), $40,000 per annum for the Chair of the Audit & Risk Committee (2020: $40,000) and $40,000 per annum for other Directors (2020: $40,000). Directors receive no additional fees as membership of Board Committees. To provide for flexibility, shareholders have previously approved an aggregate cap on non-executive Directors' fees of $300,000 for the purpose of the Listing Rules (2020: $300,000).

The Directors are also entitled to be reimbursed for all reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or shareholder meetings, or otherwise in connection with Savor's business.

Via the business Bakery LP then subsequently Southern Skies Holdings Limited, Savor Group entered into an agreement for discretionary consulting services of Geoff Ross (Executive Chairman) for $50,000 per annum. Savor recognised no consulting fee for the year ended 31 March 2021.

CEO Remuneration

For the year ended 31 March 2021, Lucien Law received a base salary of $200,000 (2020: $300,000) and received no short or long term incentives during the year (2020: nil).

MANAGING RISK

The Board has overall responsibility for the Company's system of risk management and internal control and has procedures in place to provide effective control within the management and reporting structure.

Financial statements are prepared monthly and reviewed by the Board progressively during the period to monitor performance against budget goals and objectives. The Board also requires managers to identify and respond to risk exposures.

A structured framework is in place for capital expenditure, including appropriate authorisations and approval levels.

The Board maintains an overall view of the risk profile of the Company and is responsible for monitoring corporate risk assessment processes.

TAKEOVER RESPONSE POLICY

The Board is well prepared in the event of a takeover, and has established Takeover Preparedness Steps, found in the Code.

DISCLOSURE

The Company adheres to the NZX continuous disclosure requirements which govern the release of all material information that may affect the value of the Company's listed shares. The Board and senior management team have processes in place to ensure that all material information flows up to the Chairman with a view to consultation with the Board and disclosure of that information if required.

AUDITOR

EY acts as auditor of the Company and has undertaken the audit of the financial statements for the year ending 31 March 2021. Particulars of the audit and other fees paid during the period are set out on page 37.

Oversight of the Company's external audit arrangements is the responsibility of the Audit and Risk Committee. The Company does not have a dedicated internal audit resource but maintains an annual audit programme, which is overseen by the CFO. The external auditors shall attend the Company's Annual Meeting to answer questions from shareholders in relation to the audit.

SHAREHOLDER RIGHTS & RELATIONS

The Board is committed to achieving best practice investor relations. Financial and operational information and key corporate governance information can be accessed on the Company's website. Enquiries from shareholders can be voiced at the Annual Meeting, or emailed through using the contact details on our website.

As required by the Companies Act 1993 and the NZX Listing Rules, the Company will seek shareholder approval of major transactions, and related party transactions, that trigger the relevant thresholds in the listing rules, and any other major decisions where the listing rules require shareholder approval. All voting at meeting of shareholders is conducted by a poll.

The Company seeks to offer new equity pro rata to existing shareholders, or with shareholder approval. In April 2020 the Company undertook a placement to Colin Neal of $2.5m followed by a 1 for 3 rights issue to raise $5.2m. Both offers were made at the same issue price of 14 cents per share. Shareholders had the opportunity to apply for additional shares in the rights issue and some did so and were allocated their application in full. On 14 May 2020 the Company allotted $0.6m of shares arising from the oversubscription of in the rights issue

The Company posts a copy of its notice of Annual Meeting on its website at least 20 working days prior to its Annual Meeting of shareholders.

AMANO

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

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The Board of Directors has pleasure in presenting the financial statements and audit report for Savor Limited for the year ended 31 March 2021.

The financial statements presented are signed for and on behalf of the Board of Directors and were authorised for issue on 28 May 2021.

Geoff Ross
Chairman

Paul Robinson
Director

INDEPENDENT AUDITOR'S REPORT

Independent auditor's report to the Shareholders of Savor Limited
Report on the audit of the financial statements

Opinion

We have audited the financial statements of Savor Limited ("the Company") and its subsidiaries (together "the Group") on pages 6 to 18, which comprise the consolidated balance sheet of the Group as at 31 March 2021, and the consolidated statement of comprehensive income, consolidated statement of movements in equity and consolidated statement of cash flows for the year then ended of the Group, and the notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the consolidated financial statements on pages 23 to 40 present fairly, in all material respects, the consolidated financial position of the Group as at 31 March 2021 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Group in accordance with 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other than in our capacity as auditor we have no relationship with, or interest in, the Company or any of its subsidiaries. Partners and employees of our firm may deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. We have no other relationship with, or interest in, the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of the audit report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Building a better working world

GOODWILL IMPAIRMENT ASSESSMENT

Why significant	How our audit addressed the key audit matter
The Group holds goodwill of $17.1 million at 31 March 2021. Given the nature of the Group's operations, each of its restaurants is determined to be a separate cash generating unit ("CGU"). Goodwill is allocated to each of these CGUs. To consider whether this goodwill is impaired, the recoverable amount of each CGU is determined each reporting period by reference to valuations prepared using value-in-use basis using discounted cash flow models (DCF models). DCF models contain significant judgement and estimation in respect of future cash flow forecasts, discount rate and terminal growth rate assumptions. Changes in certain assumptions can lead to significant changes in the assessment of the recoverable amount and so the assessment of whether goodwill is impaired or not. As a result of its assessment, the Group has recorded an impairment of goodwill of $2m in the current year. Disclosures regarding the Group's key assumptions adopted and the sensitivity to reasonably possible changes in key assumptions which could result in impairment for certain CGUs are included in Note 2.1 of the financial statements.	**In obtaining sufficient appropriate audit evidence, we:** · understood the Group's goodwill impairment assessment process; · assessed the Group's determination of CGUs based on our understanding of the nature of the Group's venues; · obtained the Group's DCF models and agreed forecasts to a Board approved FY22 budget; · assessed key inputs to the DCF models including future cash flow forecasts, discount rates, terminal growth rates as well as the Group's consideration of any impacts of COVID19 on these estimates; · involved our valuation specialists to assess the Group's discount rates. Our valuation specialists were also involved in assessing the DCF models for valuation methodology, including the treatment of assumptions for capital expenditure, working capital, and terminal value (including consideration of any IFRS16 adjustments required); · performed sensitivity analysis in relation to the discount rate and forecast cash flows for CGUs which appeared to have a higher risk of impairment to consider the potential impact of changes in assumptions; · considered the appropriateness and quantum of impairment charge recognised in the financial statements by reference to the range of possible outcomes indicated by our sensitivity analysis; and · considered the adequacy of the associated disclosures in the financial statements, including the disclosure related to the CGUs where the impairment assessment is sensitive to reasonably possible changes in assumptions.

Building a better working world

Information other than the financial statements and auditor's report

The Directors are responsible for the other information. The other information comprises the Directors' Report (but does not include the financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Annual Report, which is expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and, if uncorrected, to take appropriate action to bring the matter to the attention of users for whom our auditor's report was prepared.

Directors' responsibilities for the financial statements

The Directors are responsible, on behalf of the entity, for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards and International Financial Reporting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing on behalf of the entity the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (New Zealand) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at the External Reporting Board's website: https://www.xrb.govt.nz/standards-for-assurancepractitioners/auditors-responsibilities/audit-report-1/. This description forms part of our auditor's report.

The engagement partner on the audit resulting in this independent auditor's report is Simon O' Connor.

Ernst + Young

Chartered Accountants
Auckland
28 May 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2021

CONTINUING OPERATIONS	NOTES	2021 $000'S	2020 (RESTATED) $000'S
Revenue		**16,134**	23,990
Expenses:	15		
Direct costs		**(5,286)**	(7,797)
Employee costs		**(6,141)**	(10,850)
Marketing costs		**(379)**	(728)
Utilities and operational expenses		**(1,289)**	(1,579)
Other expenses		**(1,200)**	(1,509)
		1,839	1,527
Depreciation and amortisation		**(2,191)**	(2,112)
Impairment of goodwill	2.1	**(2,000)**	-
Contingent consideration release		**1,033**	684
Restructuring costs	2.4	**(921)**	(399)
Interest expense		**(850)**	(1,203)
Loss before income tax		**(3,090)**	(1,503)
Taxation expense	14	**-**	-
Net loss from continuing operations		**(3,090)**	(1,503)
Net loss from discontinued operations net of tax	2.3	**(3,496)**	(2,538)
Loss attributable to the shareholders		**(6,586)**	(4,041)
Other comprehensive income and expenses		**-**	-
Total comprehensive loss		**(6,586)**	(4,041)
Net losses per share (cents)	13		
Basic and diluted		**(4.6)**	(4.8)
Net losses per share from continuing operations (cents)	13		
Basic and diluted		**(2.2)**	(1.8)
Weighted average number of shares outstanding (thousands of shares)			
Basic and diluted		**141,892**	85,035

The accompanying notes form part of and are to be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF MOVEMENTS IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

$000'S	NOTES	SHARE CAPITAL	UNISSUED CAPITAL	ACCUMULATED LOSSES	SHARE-BASED PAYMENTS RESERVE	TOTAL EQUITY
Total equity at 1 April 2019		32,105	-	(24,053)	64	8,116
Total comprehensive loss for the year		-	-	(4,041)	-	(4,041)
Arising from business combination		-	1,999	-	-	1,999
Issue of new shares		6,787	-	-	-	6,787
Total equity at 31 March 2020		**38,892**	**1,999**	**(28,094)**	**64**	**12,861**
Total equity at 1 April 2020		38,892	1,999	(28,094)	64	12,861
Total comprehensive loss for the year		-	-	(6,586)	-	(6,586)
Share based payments	11	-	-	-	91	91
Issue of new shares	11	8,359	(1,999)	-	-	6,360
Total equity at 31 March 2021		**47,251**	**-**	**(34,680)**	**155**	**12,726**

The accompanying notes form part of and are to be read in conjunction with these financial statements.

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2021

	NOTES	2021 $000'S	2020 $000'S
ASSETS			
Current assets:			
Cash		**3,402**	-
Trade and other receivables	4	**435**	2,021
Inventories	5	**460**	2,293
Total current assets		**4,297**	4,314
Non-current assets:			
Trade and other receivables	4	**-**	423
Property, plant and equipment	7	**6,691**	7,651
Intangible assets	8	**17,271**	19,673
Right of use asset	9	**8,171**	8,400
Total non-current assets		**32,133**	36,147
Total assets		**36,430**	40,461
LIABILITIES			
Current liabilities:			
Bank overdraft		**-**	597
Trade and other payables	6	**3,450**	4,743
Contract liabilities		**-**	436
Lease liability		**1,607**	1,038
Borrowings	10	**1,719**	1,643
Related party payables		**3,077**	3,183
Total current liabilities		**9,853**	11,640
Non-current liabilities:			
Trade and other payables	6	**1,135**	1,294
Related party payables		**112**	-
Contingent consideration		**-**	1,234
Lease liability		**7,302**	7,648
Borrowings	10	**5,302**	5,789
Total non-current liabilities		**13,851**	15,965
Total liabilities		**23,704**	27,605
EQUITY			
Share capital	11	**47,251**	38,892
Reserves		**(34,525)**	(26,036)
Total equity		**12,726**	12,856
Total liabilities and equity		**36,430**	40,461

The accompanying notes form part of and are to be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2021

	2021 $000'S	2020 $000'S
CASH FLOW FROM OPERATING ACTIVITIES		
Receipts from customers	**24,789**	39,944
Payments to suppliers, employees and other	**(24,777)**	(37,761)
Net cash from operating activities	**12**	2,183
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment and intangible assets	**(924)**	(845)
Payments for venue development costs	**(364)**	-
Repayment of related party payables	**(531)**	-
Sale of business	**1,900**	-
Purchase of businesses	**-**	(10,962)
Net cash from/(used) in investing activities	**81**	(11,807)
CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	**(397)**	(392)
Net borrowings drawn down	**(411)**	7,432
Lease liability principal repayment	**(1,253)**	(1,546)
Transaction costs from issue of shares	**(103)**	(469)
Issue of shares	**6,070**	1,416
Net cash from financing activities	**3,906**	6,441
Net movement in cash held	**3,999**	(3,183)
Add: opening cash	**(597)**	2,586
Closing cash	**3,402**	(597)

The accompanying notes form part of and are to be read in conjunction with these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

Savor Limited ('the Parent' or 'Company') and its subsidiaries (together 'the Group') operate in the hospitality sector, operating a number of premium restaurants and bars. The Group's business is highly seasonal with the October to March period representing a disproportionate share of trading. The address of its registered office is Level 4, 114 Quay Street, Auckland, 1142.

Savor Limited is a company domiciled in New Zealand, registered under the Companies Act 1993 and is a Financial Markets Conduct Act 2013 reporting entity. The Company is a for-profit entity. These financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand, which is the New Zealand equivalent to International Financial Reporting Standards (NZ IFRS). They also comply with International Financial Reporting Standards (IFRS). The financial statements are presented in New Zealand dollars.

The financial statements have been prepared under the historical cost basis, as modified by the revaluation of certain assets and liabilities as identified in specific accounting policies below.

Principles of consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date control ceases. From that date they are deconsolidated.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of the subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The difference between the consideration paid and the fair value of net assets acquired is recognised as goodwill. Acquisition costs are expensed as incurred.

Foreign currency translation

Foreign currency transactions on any date are translated into the functional currency using the exchange rates approximating the rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss component of the statement of comprehensive income.

Revenue recognition

The Group recognises revenue when it is highly probable that a significant reversal of revenue will not occur. The Group derives venue revenue through the sale of food and beverages and by hosting events. This revenue is recognised at a point in time, being the point of sale. For significant events, the Group receives deposits in advance to secure the booking. These deposits are deferred on the balance sheet as a contract liability and are recognised as revenue at a point in time, being the date of the event. The Group has determined that there is a single performance obligation for these transactions even though part-payment may be received in advance.

Changes in accounting policy

These financial statements are prepared using the same accounting policies as the prior year.

Several other amendments and interpretations apply for the first time from 1 April 2020, but do not have an impact on the consolidated financial statements of the Group.

2 KEY ESTIMATES AND JUDGEMENTS

The Group has undertaken a number of key estimates and judgements when preparing these financial statements, the details of which are outlined in this note. These judgements have been formed using historical information and comparatives where available, and management's best judgement where there is no appropriate comparison. The Group continues to review all significant estimates along with the assumptions used and recognises any adjustments to these in the period in which a change occurs.

2.1 INTANGIBLE ASSET IMPAIRMENT

Goodwill across the Group is tested annually for impairment. Each cash generating unit (CGU) that carries goodwill is valued on a value-in-use basis using a discounted cash flow model. Management has used its past experience of sales growth, operating costs and margin, and external sources of information where appropriate, to determine their expectations for the future. These cash flow projections over five years are principally based on the Group's budget, which is risk adjusted where appropriate. Cash flows beyond five years have been extrapolated using estimated terminal growth rates, which do not exceed the long-term average growth rate. The terminal growth rate used was 2.0% (2020: 2.5%) and the Group employed a weighted average cost of capital of 10% (2020: 10%).

Following the COVID-19 challenges experienced during the current year, it is inherently difficult to forecast future performance of the Group's operations. The Group has prepared reasonable budget and forecasts based on current expectations, however there remains an element of risk which is primarily dependent on general market conditions. The forecasts anticipate a staged recovery, with a return to pre-COVID-19 levels not planned until years 3-5 of the forecast period, depending on the circumstances of each individual venue. Venue performance has demonstrated improvements in margins and operatings earnings throughout the current year, which are expected to be maintained throughout the forecast period.

IMPAIRMENT RECOGNISED

The Auckland Fish Market venues have been impacted significantly as a result of the sharp reduction in tourism in central Auckland. These venues face an uncertain outlook in terms of returning to prior levels of revenue in order to sustain the required profitability. Management has revised its expectations of a return to pre-COVID levels of trading, which has led to a reduction of the value in use of the Auckland Fish Market venues. An impairment of goodwill of $2 million has been recognised, resulting in a remaining goodwill balance of $2.3 million. Further impairment may be required should the venue not meet its forecasts.

OTHER CGU'S

A change in any of the key assumptions would lead to the elimination of the excess of the recoverable amount over carrying amount for the below venues.

KEY ASSUMPTION	VALUE ATTRIBUTED	SENSITIVITY (ABSOLUTE MOVEMENT)
Seafarers		
Terminal year EBITDA margin	19.1%	1.1%
Terminal growth rate	2.0%	0.5%
Discount rate	10.0%	0.5%

2.2 ASSET PURCHASE

MISSION BAY PAVILION

On 30 October 2020, the Group acquired the assets and liabilities of Mission Bay Pavilion, in Auckland's Mission Bay, from interests associated with Directors Lucien Law and Paul Robinson. The total purchase price of $0.6 million consisted of a $0.54 million deferred payment to the vendors, with the balance settling a pre-existing receivable with the vendors. The Group has determined that this transaction does not meet the requirements of a business combination under NZ IFRS 3 *Business Combinations*, as the venue had not been operational for several months and no employees were absorbed as part of the transaction. The purchase price was equal to the carrying value of the net assets and the acquired balances are outlined below.

	MISSION BAY PAVILION $000's
Consideration made up of the following:	
Deferred consideration	537
Settlement of pre-existing receivable	59
	596
Recognised assets acquired and liabilities assumed:	
Property, plant and equipment	1,204
Inventories	5
Right of use assets	1,144
Lease liabilities	(1,144)
Other liabilities	(613)
Identifiable net assets	**596**

2.3 DISCONTINUED OPERATIONS

On 26 February 2021, the Group divested Moa Brewing Company for total proceeds of $1.9 million. The sale and purchase agreement allowed for an adjustment to the purchase price for working capital balances. This adjustment totals approximately $140,000, which is owed to the Group at year end. This is disputed by the purchaser and the Group has enacted the disputes process in the sale agreement accordingly. The Group is confident in its position and the recoverability of this balance, however, has not recognised this as a receivable in these financial statements given the early stages of the disputes process.

The Group has provided for all liabilities arising from the completion of the sale of Moa Brewing. This included obligations to a number of previous suppliers of Moa Brewing Company Limited.

	2021 $000's
Consideration	**1,900**
Carrying value	**2,103**
Net loss on sale	**(203)**

There was no tax benefit in any jurisdiction arising from the loss on sale recognised.

Financial Performance

The financial performance information presented is for the period ended 26 February 2021 and the year ended 31 March 2020. The expenses recognised including the trading operations for the year as well as certain provisions held for liabilities associated with Moa Brewing Company Limited.

	PERIOD ENDED 26 FEB 2021 $000's	YEAR ENDED MARCH 2020 $000's
Revenue	**8,100**	14,283
Expenses	**(11,393)**	(16,821)
Earnings before taxation	**(3,293)**	(2,538)
Taxation expense	**-**	-
	(3,293)	(2,538)
Loss on sale	**(203)**	-
Loss after taxation from discontinued operations	**(3,496)**	(2,538)

Cash Flow Performance

The cash flow information presented is for the period ended 26 February 2021 and the year ended 31 March 2020.

	PERIOD ENDED 26 FEB 2021 $000's	YEAR ENDED MARCH 2020 $000's
Net cash outflow from operating activities	**(1,018)**	(943)
Net cash outflow from investing activities	**-**	(207)
Net cash outflow from financing activities	**(33)**	(127)
Net decrease in cash generated by the discontinued operation	**(1,051)**	(1,277)

Assets and Liabilities

The carrying amounts of assets and liabilities as at the date of sale were:

	26 FEB 2021 $000's	MARCH 2020 $000's
Cash	**-**	(318)
Trade and other receivables	**532**	1,661
Inventories	**988**	1,926
Contract assets	**186**	207
Right of use asset	**99**	128
Property, plant and equipment	**1,487**	1,925
Intangible assets	**275**	338
Total assets	**3,567**	5,867
Trade and other payables	**(910)**	(2,345)
Contract liabilities	**(446)**	(636)
Lease liability	**(108)**	(133)
Total liabilities	**(1,464)**	(3,114)
Net assets	**2,103**	2,753

2.4 RESTRUCTURING COSTS

	2021 $000's	2020 $000's
Acquisition costs	**(186)**	(139)
Restructuring and other costs	**(40)**	(156)
Loss on disposal of fixed assets	**(331)**	(4)
Concept development expenses	**(364)**	(100)
	(921)	(399)

Restructuring costs occur outside the normal course of operating the venues on a day to day basis, and are unrelated to the Group's trading operations. These have been separated out on the face of the Statement of Comprehensive Income to allow the reader of these financial statements to understand the day to day operations for the period without the impact of these items. These items typically include the impairment or disposal of assets, costs related to restructuring or M&A activity, concept development or unrelated to Group's trading operations, as well as those items related to COVID-19 such as the closure costs of venues and the benefit of lease concessions obtained.

2.5 GOVERNMENT GRANTS

On 17 March 2020, the New Zealand Government announced the implementation of a wage subsidy scheme. The Group met the eligibility criteria requirements of the scheme and $3.1 million was received by the Group during the year. The funds received by the Group were used to mitigate employee-related costs during the eligibility period. Funds received as part of the wage subsidy scheme have been accounted for in line with NZ IAS 20 – Government Grants and Disclosure of Government Assistance. The Group has elected to present income received from the wage subsidy as an offsetting deduction to its employee costs. Funds received as part of the scheme have no unfulfilled conditions or other attached contingencies as at 31 March 2021.

2.6 GOING CONCERN

The Group has negative working capital at 31 March 2021, a key driver of this is the significant related party payable balance which was paid on 1 April 2021. The nature of the Group's operations means that the Group holds minimal receivables and inventory balances compared to its current liabilities. The Group recorded positive operating cash flows from continuing operations during the year and strong operating earnings in light of COVID-19 pressures and has a significant cash balance at the date of the approval of these financial statements. The Group completed a capital raise and refinancing immediately following year end, demonstrating the Group's ability to raise additional funds to further expand where required. The Directors have concluded that the preparation of the financial statements on a going concern basis remains appropriate.

3 SEGMENTAL INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. Segmental information is presented in respect of the Group's industry segments.

	2021 REVENUE	2020 REVENUE	2021 EBITDA*	2020 EBITDA*
Hospitality	**16,134**	23,990	**3,571**	2,922
Corporate	**-**	-	**(1,732)**	(1,431)
Continuing operations	**16,134**	23,990	**1,839**	1,491
Discontinued operations	**8,100**	14,283	**(846)**	(1,481)
Total	**24,234**	38,273	**993**	10

*EBITDA means earnings before interest, tax, depreciation, amortisation, restructuring costs, impairment charges, and release of contingent consideration as disclosed in the Statement of Comprehensive Income.

	2021 DEPRECIATION AND AMORTISATION	2020 DEPRECIATION AND AMORTISATION	2021 CAPITAL EXPENDITURE	2020 CAPITAL EXPENDITURE
Hospitality	**(2,191)**	(2,112)	**(923)**	(637)
Corporate	**-**	-	**-**	-
Continuing operations	**(2,191)**	(2,112)	**(923)**	(637)
Discontinued operations	**(404)**	(554)	**-**	(208)
Total	**(2,595)**	(2,666)	**(923)**	(845)

	2021 NON-CURRENT ASSETS	2020 NON-CURRENT ASSETS
Hospitality	**32,133**	33,549
Corporate	**-**	-
Continuing operations	**32,133**	33,549
Discontinued operations	**-**	2,598
Total	**32,133**	36,147

4 TRADE AND OTHER RECEIVABLES

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less an allowance for impairment. Trade receivables are due for settlement between 30-90 days from invoice date.

	2021 $000's	2020 $000's
Trade receivables	**208**	1,588
Less: provision for doubtful debts	**-**	(63)
Trade receivables	**208**	1,525
Contract assets	**-**	207
Other receivables	**227**	712
	435	2,444
Current	**435**	2,021
Non-current	**-**	423
	435	2,444

The Group applies the simplified approach to providing for expected credit losses prescribed by NZ IFRS 9, which permits the use of lifetime expected loss provisions for all trade receivables. Collectability of trade receivables is reviewed on an ongoing basis and a provision for doubtful debts is made when there is evidence that the Group will not be able to collect the receivable. Additionally, the Group has established an allowance for Expected Credit Loss (ECL) based on its historical credit loss experience, adjusted for forward-looking factors specific to the receivables and the economic environment. Receivables are written off when recovery is no longer anticipated. There are no overdue receivables considered impaired that have not been provided for.

	2021 $000's	2020 $000's
Current	**359**	1,668
0 - 30 days over standard terms	**70**	149
31 - 60 days over standard terms	**6**	48
61+ days over standard terms	**-**	219
Provision	**-**	(63)
Trade and other receivables	**435**	2,021

5 INVENTORIES

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials and where appropriate, either a contract manufacturing charge, or direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

	2021 $000's	2020 $000's
Raw materials	**139**	1,040
Work in progress	**-**	168
Finished goods	**321**	1,085
	460	2,293

6 TRADE AND OTHER PAYABLES

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 and 60 days of recognition. Liabilities for wages and salaries, including non-monetary benefits, and annual leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. Supplier loans relate to inducements received for the long term supply to Hospitality venues. These loans are amortised over the life of the individual contract as the benefits are consumed.

	2021 $000's	2020 $000's
Trade payables	**2,682**	4,047
Employee entitlements	**423**	522
Supplier loans	**1,480**	1,468
	4,585	6,037
Current	**3,450**	4,743
Non-current	**1,135**	1,294
	4,585	6,037

7 PROPERTY, PLANT & EQUIPMENT

All plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial year in which they are incurred.

Depreciation is calculated using the straight-line method to expense the cost of the assets over their useful lives. The rates are as follows:

Plant and equipment	5% - 67%
Leasehold improvements	7% - 14%
Fixtures & fittings	15 - 67%
Motor vehicles	20%

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Any related gain or loss on disposal is recognised in the statement of comprehensive income as part of restructuring costs.

	PLANT & EQUIPMENT	FIXTURES & FITTINGS	LEASEHOLD IMPROVEMENTS	VEHICLES	TOTAL
2021					
Carrying value at 1 April 2020	2,583	745	4,304	19	7,651
Additions	99	196	616	-	911
Acquisitions (refer note 2.2)	296	18	890	-	1,204
Disposals	(355)	(7)	(208)	-	(570)
Disposal of business (refer note 2.3)	(1,143)	(94)	(240)	(10)	(1,487)
Depreciation	(440)	(181)	(388)	(9)	(1,018)
Carrying value at 31 March 2021	**1,040**	**677**	**4,974**	**-**	**6,691**
Represented by:					
Cost	1,508	1,004	5,818	-	8,330
Accumulated depreciation	(468)	(327)	(844)	-	(1,639)
	1,040	677	4,974	-	6,691
2020					
Carrying value at 1 April 2019	1,820	60	251	28	2,159
Additions	295	129	258	-	682
Acquisitions	1,116	718	4,318	-	6,152
Disposals	(65)	(2)	-	-	(67)
Depreciation	(583)	(160)	(523)	(9)	(1,275)
Carrying value at 31 March 2020	2,583	745	4,304	19	7,651
Represented by:					
Cost	4,242	1,098	4,891	47	10,278
Accumulated depreciation	(1,659)	(353)	(587)	(28)	(2,627)
	2,583	745	4,304	19	7,651

The Group had no material capital commitments at 31 March 2021 (2020: nil).

8 INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangibles are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually, either individually or at the cash-generating unit level. Intangible assets with a definite life are amortised on a straight-line basis.

Resource consent assets related to the Moa Brewery in Blenheim, New Zealand and were amortised over the life of the resource consent of 10 years. Software and other intangibles, including trademarks and the cost of development of venue concepts, are amortised over a period of 2-4 years.

Goodwill is stated at cost, less any impairment losses. Goodwill is allocated to cash-generating units (CGUs) and is not amortised but is tested annually for impairment, and when an indication of impairment exists.

For the purposes of considering whether there has been an impairment, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. When the book value of a group of assets exceeds the recoverable amount, an impairment loss arises and is recognised in earnings immediately. Refer to note 2.1 for impairment considerations.

	GOODWILL	RESOURCE CONSENT	SOFTWARE AND OTHER INTANGIBLES	TOTAL
2021				
Carrying value at 1 April 2020	19,148	322	203	19,673
Additions	-	-	66	66
Disposals	-	-	(81)	(81)
Impairment	(2,000)	-	-	(2,000)
Disposal of business (refer note 2.3)	-	(261)	(14)	(275)
Amortisation expense	-	(61)	(51)	(112)
Carrying value at 31 March 2021	**17,148**	**-**	**123**	**17,271**
Represented by:				
Cost	19,148	-	167	19,315
Accumulated amortisation and impairment	(2,000)	-	(44)	(2,044)
	17,148	-	123	17,271
2020				
Carrying value at 1 April 2019	-	385	18	403
Additions	-	-	161	161
Disposals	-	-	(2)	(2)
Acquisitions	19,148	-	52	19,200
Amortisation expense	-	(63)	(26)	(89)
Carrying value at 31 March 2020	**19,148**	**322**	**203**	**19,673**
Represented by:				
Cost	19,148	630	232	20,010
Accumulated depreciation	-	(308)	(29)	(337)
	19,148	322	203	19,673

Significant Cash Generating Units

Goodwill is allocated to the following significant cash generating units:

	2021 $000's	2020 $000's
Seafarers	**4,320**	4,320
Ebisu & Fukuko	**3,027**	3,027
Azabu	**4,369**	4,369
Auckland Fish Market	**2,163**	4,163
Non Solo Pizza	**3,269**	3,269
	17,148	19,148

9 LEASES

The Group recognises right-of-use assets and lease liabilities for most property leases. On inception of a new lease, the lease liability is measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at that date. The right-of-use assets are measured at an amount equal to the lease laibility, and are depreciated over the estimated remaining lease term on a straight line basis. The Group presents the right-of-use assets and lease liabilities separately on the Balance Sheet.

The Group applies the following practical expedients when applying NZ IFRS 16:

- A single discount rate to a portfolio of leases with similar characteristics;
- Exemption to not recognise right-of-use assets for low-value leases; and
- Exemption to not recognise right-of-use assets for leases with less than 12 months remaining.

The Group as the lessee has various non-cancellable leases predominantly for the lease of land and buildings. The leases have varying terms and renewal rights. On renewal, the terms of the lease are renegotiated.

RIGHT-OF-USE ASSETS	2021 $000's	2020 $000's
Carrying value at 1 April	**8,400**	808
Additions (refer to note 2.2)	**1,144**	9,175
Modification to lease terms	**224**	
Variable lease payment adjustments	**(179)**	
Disposals	**(99)**	(284)
Depreciation	**(1,319)**	(1,299)
Carrying value at 31 March	**8,171**	8,400

AMOUNTS RECOGNISED IN PROFIT OR LOSS	2021 $000'S	2020 $000's
Lease depreciation	**1,319**	1,299
Interest expense on lease liabilities	**394**	534
Lease expense on low value leases	**17**	3
Rental concessions received	**225**	-

During the year the Group received a number of rent concessions from landlords in response to the impact of COVID-19. The treatment of individual leases varied depending on the contractual positions of each site. The Group elected to apply the practical expedient permitted under NZ IFRS 16 para 46A for the Auckland Fish Market and Non Solo Pizza leases and recognised the benefit of these concessions directly in the Statement of Comprehensive Income.

10 BORROWINGS

The Group has bank borrowings of $7.0 million at 31 March 2021 (2020: $7.5 million). The average interest rate on these borrowings during the year was 4.38% (2020: 5.10%). The Group also has access to total overdraft facilities of $0.5 million (2020: $2 million), $0.1 million of which was drawn at year end.

During COVID-19, the Group received a number of concessions from its banking partner, Bank of New Zealand. These concessions included a principal holiday of nine months, as well as a waiver of all covenants for that same time period. At 31 March 2021, the Group was in compliance with applicable covenants.

Refinancing

On 29 March 2021, the Group entered into an agreement with Kiwibank Limited to refinance the Group's borrowings and banking relationship, in order to fund the acquisition of additional hospitality venues from Hipgroup Limited. As a result of the refinancing, the borrowings from BNZ were repaid in full and from 8 April 2021, the Group had borrowings of $14 million and access to overdraft facilities of $1 million if required.

11 CAPITAL

	2021 $000's	2020 $000's
Reported capital at the beginning of the year	**38,892**	32,105
Issue of shares (net of issue costs)	**8,359**	6,787
	47,251	38,892
Number of ordinary shares:		
Number of shares on issue at the beginning of the year	**86,364,038**	68,226,886
Issue of shares	**59,907,588**	18,066,656
Share options exercised	**-**	70,496
Total number of shares on issue	**146,271,626**	86,364,038

All issued shares are fully paid and have no par value. The cost of issuing shares during the year amounted to $103,000 (2020: $469,000).

Equity raise - April & May 2020

On 7 April 2020, the Group issued 17.8 million shares raising $2.5 million and on 15 May 2020 a further 25.5 million shares were issued raising $3.6 million. All shares were issued at $0.14 raising a total of $6.1 million in cash. At the same time as the May 2020 equity raise, 15.7 million shares were issued to Executive Directors Lucien Law and Paul Robinson as part of the agreed settlement for the Savor Group acquisition, which had previously been held by the Group as unissued capital. The exercise price of these shares was amended to be $0.14, in exchange for the cancellation of the contingent consideration from the same transaction.

There was an additional 888,000 shares issued in June 2020 as consideration for employee short term incentives, directors fees, and payments to suppliers.

Equity raise - April 2021

On 8 April 2021, the Group issued 34 million shares raising a total $6 million in new funds to secure the Group's future growth aspirations. The Savor vendors took up their full rights, totalling $0.9 million, opting to offset these against the related party payable due on 1 April 2021. In addition, the Group also issued $1 million of shares at $0.22 to be held in escrow for the vendors of the Hipgroup Limited acquisitions.

Share option plan

In July 2015 the Board approved the Company Employee Share Option Plan. Options allow eligible staff to subscribe for ordinary shares in the Company at an exercise price. Options are vested in equal tranches on the first to third anniversaries of the date of issuance while the eligible employees remain in full time employment with the Group. Once vested the options can be exercised at any time up to the second April following vesting. Employees can pay the exercise price in shares using the 20-day Volume Weighted Average Price of the Company shares up to the date of issuance. The Employee Share Option Plan allows employees to exercise all their vested options into ordinary shares for cash or a lower number of ordinary shares for no cash.

The expense recognised for employee services received during the year is shown below:

	2021 $000's	2020 $000's
Expense arising from equity-settled share-based payment transactions	**91**	-

	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (CENTS)
Outstanding 1 April 2018	894,664	28.2
Granted	693,366	42.9
Forfeited	(189,882)	28.2
Exercised	(240,501)	28.2
Outstanding 31 March 2019	1,157,647	
Forfeited	(156,170)	28.2
Exercised	(70,496)	28.2
Outstanding 31 March 2020	930,981	
Granted	1,642,857	21.0
Forfeited	(610,371)	24.6
Cancelled	(1,068,145)	21.0
Outstanding 31 March 2021	**895,322**	

The outstanding options have been valued at grant date using the Black-Scholes pricing method at $155,980, the key inputs for which are outlined below.

	2021	2020
Weighted average fair values at the measurement date ($)	**0.21**	0.08
Dividend yield (%)	**0.0**	0.0
Expected volatility (%)	**0.06**	0.13
Risk-free interest rate (%)	**2.0**	2.0
Expected life of share options (years)	**3.00**	1.35
Weighted average share price ($)	**0.39**	0.15

The expected life of the share options and SARs is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

12 RELATED PARTY DISCLOSURES

KEY MANAGEMENT PERSONNEL COMPENSATION	2021	2020
Directors' fees	**195**	224
Senior management remuneration paid, payable or provided for:		
Short-term employee benefits	**907**	1,069

RELATED PARTY BALANCES OUTSTANDING

At 31 March 2021, the Group had recognised liabilities of $3.2 million payable to Lucien Law and Paul Robinson for the acquisition of Savor Group ($2.8m) and the acquisition of Mission Bay Pavilion ($0.4m). The Savor Group payable was settled subsequent to year end through a combination of shares issued as part of the renounceable rights issue and a final cash payment of $1.8m. The remaining Mission Bay Pavilion payable is being settled in equal monthly payments until August 2022.

At 31 March 2021, there was $53,000 of directors fees payable to the Non-Executive Directors.

TRANSACTIONS DURING THE YEAR

During the year, the Group provided employee services and the supply of products to other hospitality venues owned by Executive Directors Paul Robinson and Lucien Law totalling $42,000, none of which was outstanding at year end. The Group employed the services of Cannings Strategic Communications, a communications firm with personal connections to Lucien Law, during the year that totalled $33,000.

As outlined in note 11, during the year the Group issued $2.2 million of shares to Executive Directors Paul Robinson and Lucien Law as part of the settlement of the Savor Group acquisition.

13 EARNINGS/(LOSSES) PER SHARE

Earnings/(losses) per share is the portion of a company's profit allocated to each outstanding ordinary share and is calculated by dividing the earnings attributable to shareholders by the weighted average of ordinary shares on issue during the year excluding treasury stock.

	2021	2020
Net losses per share (cents)	**(4.6)**	(4.8)
Basic and diluted		
Net losses per share from continuing operations (cents)	**(2.2)**	(1.8)
Basic and diluted		
Net losses per share from discontinued operations (cents)	**(2.5)**	(3.0)
Basic and diluted		

	2021 $000's	2020 $000's
NUMERATOR		
Net loss attributable to shareholders	**(6,586)**	(4,041)
Net loss from continuing operations	**(3,090)**	(1,503)
Net loss from discontinued operations	**(3,496)**	(2,538)
DENOMINATOR (THOUSANDS OF SHARES)		
Weighted average number of shares outstanding	**141,892**	85,035
Denominator for net earnings per share	**141,892**	85,035

14 TAXATION

INCOME TAX EXPENSE

The income tax expense or revenue for the year is the total of the current year's taxable income based on the national income tax rate adjusted for any prior years' under or over provisions, plus or minus movements in the deferred tax balance except where the movement in deferred tax is attributable to a movement in reserves. The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at balance date.

Below is the reconciliation of earnings before taxation to taxation expense:

	2021 $000's	2020 $000's
Loss before taxation	**(6,586)**	(4,041)
Taxation at 28 cents per dollar	**(1,844)**	(1,131)
Adjusted for:		
Non-deductible expenses	**592**	26
Temporary differences not recognised	**365**	177
Non-assessable income	**(289)**	(192)
Tax losses for which no deferred tax asset was recognised	**1,176**	1,120
	-	-

DEFERRED TAX

Movements in deferred tax are attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements and any unused tax losses or credits. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or loss or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only to the extent that it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. The income tax expense or credit attributable to amounts recognised in other comprehensive income is also recognised in other comprehensive income.

Current and deferred tax assets and liabilities of individual entities are reported separately in the consolidated financial statements unless the entities have a legally enforceable right to make or receive a single net payment of tax and the entities intend to make or receive such a net payment or to recover the current tax asset or settle the current tax liability simultaneously.

TAX LOSSES BROUGHT FORWARD	2021 $000's	2020 $000's
The Group has unrecognised deferred tax assets arising from tax losses as follows:		
Opening balance	**7,323**	6,203
Tax losses for the year	**1,176**	1,120
	8,499	7,323

The Group has no imputation credits available at 31 March 2021 (2020: nil).

15 ADDITIONAL EXPENSE DISCLOSURES

	2021 $000's	2020 (RESTATED) $000's
Direct costs includes the following:		
Cost of goods sold (including the purchase of raw materials)	**4,570**	7,098
Inventory written off / wastage	**91**	55
Employee costs includes the following:		
Salaries, wages, and kiwisaver contributions	**5,976**	10,602
Bad debts written off	**-**	30
Foreign exchange (losses)/gains	**-**	(7)
Auditor's remuneration		
Audit of the financial statements		
EY	**178**	-
Grant Thornton	**-**	81
Total auditor remuneration	**178**	81

16 RECONCILIATION OF NET EARNINGS TO NET CASH FROM OPERATING ACTIVITIES

	2021 $000's	2020 (RESTATED) $000's
Net profit(loss) after tax	**(6,586)**	(4,041)
Add back:		
Interest paid	**786**	1,286
Venue development costs expensed	**364**	-
Supplier loans received	**-**	500
Add/(Less) non-cash items:		
Depreciation and amortisation	**2,595**	2,666
Impairment of goodwill	**2,000**	-
Supplier loan income recognised	**(236)**	215
Loss on disposal of fixed assets	**454**	69
Share based payments	**91**	-
Release of contingent consideration	**(1,033)**	(684)
Movements in working capital:		
Trade and other receivables	**556**	1,123
Inventories	**550**	(659)
Trade and other payables	**471**	1,708
Net cash from operating activities	**12**	2,183

17 FINANCIAL INSTRUMENTS

RECOGNITION AND DERECOGNITION

Financial assets and liabilities are recognised when the Group becomes a party to contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risk and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

CLASSIFICATION AND INITIAL MEASUREMENT OF FINANCIAL ASSETS

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15 (Revenue from Contracts with Customers), all financial assets are initially measured at fair value adjusted for transaction costs (where applicable). Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost
- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

In the periods presented the Group does not have any financial assets categorised as FVTPL or FVOCI.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows;
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and trade and other receivables fall into this category of financial instruments.

Impairment of financial assets

Recognition of credit losses uses the 'expected credit loss (ECL) model'. The Group considers a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of future cash flows of the instrument.

In applying this forward looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2')

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date. '12 month expected credit losses' are recognised in Stage 1, while 'lifetime expected credit losses' are recognised for Stage 2.

Measurement of the expected credit losses is determined by probability weighted estimate of credit losses over the expected life of the financial instrument.

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument.

Classification and measurement of financial liabilities

The Group's financial liabilities include trade and other payables, contingent consideration, borrowings and related party payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

A) Categories of financial assets & liabilities

The varying amounts presented in the balance sheet relate to the following categories of assets and liabilities:

	2021 $000's	2020 $000's
FINANCIAL ASSETS		
Financial assets at amortised cost:		
Cash	**3,402**	-
Trade and other receivables	**435**	2,444
Total financial assets	**3,837**	2,444
FINANCIAL LIABILITIES		
Financial liabilities at amortised cost:		
Bank overdraft	**-**	597
Trade and other payables	**4,585**	4,047
Lease liability	**8,909**	8,686
Borrowings	**7,021**	7,432
Total financial liabilities	**20,515**	20,762

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and foreign exchange risks and aging analysis for credit risk.

B) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income, input costs, or interest rates on the Group's borrowings. The objective of market risk management is to manage and control risk exposures within acceptable parameters while optimising the return on risk.

I) Interest rate risk

The Group's fair value interest rate risk as at 31 March 2021 arises from its borrowings. An analysis on the sensitivity of the Group's earnings due to movements in interest rates is shown below.

EFFECT ON NET LOSS BEFORE TAX	2021 $000's	2020 $000's
1% increase in interest rate	**(70)**	(190)
1% decrease in interest rate	**70**	190

The above information is calculated by applying the effective movement to the average balance of borrowings on hand at 31 March 2021 of $7.0 million (2020: $7.3 million).

II) Currency risk

The Group purchases services that are denominated in foreign currencies (primarily AUD) from time to time. These purchases were immaterial during the financial year, and the Group's exposure to movements in foreign exchange is immaterial.

C) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and deposits with banks and financial institutions, as well as from the Group's receivables due from customers. Cash and deposit balances are held with financial institutions rated at least an A+ Credit Rating by Standard and Poors.

Sales are settled in cash at the point of sale, leaving minimal debtors. The Group has adopted the simplified approach to ECL (expected credit loss) in NZ IFRS 9: Financial Instruments which apply to trade receivables that are in the scope of IFRS 15. The impact is limited as trade receivables are predominantly less than 30 days

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised in note 4.

D) Liquidity risk

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

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The following maturity analysis table sets out the remaining contractual undiscounted cash flows for financial liabilities.

2021	TOTAL $000's	0-6 MONTHS $000's	7-12 MONTHS $000's	1-2 YEARS $000's	2-5 YEARS $000's	5+ YEARS $000's
Trade and other payables	4,585	2,927	523	860	275	-
Related party payables	3,189	2,927	150	112	-	-
Lease liabilities	10,438	812	831	1,586	5,123	2,086
Borrowings	7,021	851	867	1,735	3,568	-
Total principal cash flows	**25,233**	**7,517**	**2,371**	**4,293**	**8,966**	**2,086**
Contractual interest cash flows	697	158	139	239	161	-
Total contractual cash flows	**25,930**	**7,675**	**2,510**	**4,532**	**9,127**	**2,086**
2020						
Trade and other payables	4,047	2,725	147	294	881	-
Related party payables	3,183	3,183	-	-	-	-
Contingent consideration	1,234	-	1,234	-	-	-
Lease liabilities	10,270	749	739	1,441	4,171	3,170
Borrowings	7,432	-	822	1,719	4,891	-
Total principal cash flows	**26,166**	**6,657**	**2,942**	**3,454**	**9,943**	**3,170**
Contractual interest cash flows	970	190	177	290	313	-
Total contractual cash flows	**27,136**	**6,847**	**3,119**	**3,744**	**10,256**	**3,170**

18 FINANCIAL STATEMENTS PRESENTATION

The Group continue to improve the disclosures in these financial statements where required. For 2021, this includes the discontinued operations disclosures for the sale of Moa Brewing Company Limited during the year. The change in the Group's operating model has resulted in the reallocation of some costs from the Hospitality business to Corporate, as the Executive are now responsible for the whole Group. In the segmental disclosure, the comparative balances have been adjusted for consistency, and some Balance Sheet items have been reclassified.

19 CONTINGENT ASSETS AND LIABILITIES

The Group continues to pursue two outstanding balances from counterparties at the date of signing these financial statements.

Moa Brewing Company completion adjustment

As outlined in note 2.3, the Group has initiated the disputes process under the Moa Brewing Company Limited sale and purchase agreement regarding the non-payment of balances arising from the adjustment to the purchase price on completion. These total approximately $140,000 and primarily relate to the level of inventory held at completion date and payments received from customers for receivables outstanding at completion date. The Group is confident in its claim and will continue to seek the repayment of these balances.

bStudio Limited

As signalled at the Annual Shareholders Meeting on 23 September 2020, trading for the year of Moa Brewing Company Limited was significantly impacted by product quality issues with its contract brewing partner, bStudio Limited. At the time of signing the half year financial statements in November 2020, the Group noted this matter was expected to be resolved by 31 March 2021. The matter is ongoing and the Group continues to pursue all avenues to reach resolution.

There were no contingent liabilities at 31 March 2021 (2020: nil).

20 SUBSEQUENT EVENTS

Acquisition of Amano, Ortolana, and The Store at Britomart venues

On 8 April 2021, the Group completed the acquisition of the Amano, Ortolana, and The Store at Britomart venues from subsidiaries of Hipgroup Limited for total consideration of $11 million, less purchase price adjustments. The Group is yet to complete the purchase price accounting entries, but expects to recognise a goodwill balance representing the majority of the consideration paid.

In order to complete the acquisition, the Group took on additional borrowings of $7.15 million as part of the refinancing arrangement with Kiwibank Limited (as outlined in note 10), and issued the Vendors $1 million of shares in Savor Limited. The remaining consideration of $2.85 million is to be paid in cash on 1 April 2022.

Capital raise

The Group undertook an underwritten renounceable rights issue in late March 2021 to raise a total of $6 million. The rights issue closed to shareholders on 31 March 2021 and 33,955,853 new shares were issued on 8 April 2021.

Related party payables

On 1 April 2021, the Group settled its final obligation with the vendors of Savor Group with the payment of the outstanding balance of $2.78 million. The vendors opted to offset a portion of the receivable to fund the take-up of their full rights through the capital raise, which resulted in a final cash payment of $1.8 million.

Issue of shares and employee options

On 28 May 2021, the Group issued 334,355 shares worth a total of $68,543 as compensation for Directors fees and short term employee incentives. The Board also authorised the issue of a further 100,000 employee options at $0.21.

SHAREHOLDER AND STATUTORY INFORMATION

COMPANY SHARES

The Company's ordinary shares are listed on the NZX Main Board of the equity security market operated by NZX Limited. On 31 March 2021 the Company had issued voting securities comprising 146,271,626 fully paid, ordinary shares.

TWENTY LARGEST REGISTERED SHAREHOLDERS

The following table shows the names and holdings of the 20 largest registered holdings of listed ordinary shares of the Company as at 11 June 2021:

INVESTOR NAME	SHARES HELD	% HELD
Custodial Services Limited	27,998,080	15.05%
H & G Limited	23,573,088	12.67%
Lucien Law	13,683,366	7.36%
Paul Robinson	11,954,576	6.43%
JBwere (NZ) Nominees Limited	8,883,888	4.78%
New Zealand Central Securities Depository Limited	8,441,928	4.54%
Amano Group Limited	5,488,474	2.95%
David Poole & Warren Ladbrook & Gaylene Cadwallader	5,371,253	2.89%
New Zealand Depository Nominee	3,544,291	1.91%
B & S Custodians Limited	3,268,235	1.76%
Allan Scott Wines & Estates Limited	3,023,676	1.63%
Richard Frank & Leslie Frank	2,642,038	1.42%
Philip Bowman	2,229,195	1.20%
Justin Bade & Dorota Bade & Rca Trustees 2016 Limited	1,615,284	0.87%
Antonio Crisci & Vivienne Farnell & Toto Trustees Limited	1,595,327	0.86%
Pioneer Capital I Nominees Limited	1,590,593	0.86%
David Lugton	1,558,974	0.84%
Lucien Law & Stacey Law & Paul Robinson	1,502,814	0.81%
Paul Robinson & Susannah Robinson & Lucien Law	1,502,814	0.81%
Pamela Lugton	1,365,961	0.73%

SUBSTANTIAL PRODUCT HOLDERS

This information is given as required by the Financial Markets Conduct Act 2013.

As at 31 March 2021, the Company had 146,271,626 quoted ordinary shares on issue (NZX code: SVR).

SUBSTANTIAL SECURITY HOLDER	NOTES	ORDINARY SHARES HELD	DATE OF NOTICE	% ISSUED CAPITAL
Lucien Law	1	13,827,834	15 May 2020	9.511%
Paul Robinson	2	12,424,757	15 May 2020	8.546%
Trustees of the Ross Venture Trust	3	8,828,119	26 March 2019	6.035%
Colin Neal	4	24,571,429	9 November 2020	16.798%
H&G Limited	5	14,814,734	9 November 2020	10.13%

Notes:

1 Includes shares held directly and by the El Pilar A1 and Ika-Roa Investment Trusts. On 16 June 2021, Lucien Law disclosed that his relevant interest had increased to 14,688,994 shares.

2 Includes shares held directly and by the El Pilar A1 and Ika-Roa Investment Trusts. On 8 April 2021, Paul Robinson disclosed that his relevant interest had increased to 14,960,204 shares.

3 Includes shares held directly and by Moa Investments (2014) Limited. On 12 April 2021 Geoff Ross disclosed that the trustees' relevant interest had increased to 9,393,119 shares.

4 On 9 April 2021 Colin Neal disclosed that his relevant interest had increased to 27,421,429 shares.

5 On 8 April 2021 H&G Limited disclosed that its relevant interest had increased to 22,666,123 shares.

SPREAD OF SHAREHOLDERS AT 11 JUNE 2021

RANGE	INVESTORS	SECURITIES	ISSUED CAPITAL %
1-1000	169	114,810	0.06%
1001-5000	664	1,878,922	1.01%
5001-10000	330	2,439,320	1.31%
10001-50000	487	11,067,740	5.95%
50001-100000	99	7,112,605	3.82%
Greater than 100000	131	163,436,918	87.85%

STATEMENT OF DIRECTORS' RELEVANT INTERESTS

Directors held the following relevant interests in equity securities in the Company as at 31 March 2021:

DIRECTOR	SHARES
Lucien Law	13,827,834
Paul Robinson	12,424,757
Geoff Ross	8,828,119
David Poole	4,359,279
Rich Frank	2,430,656
Sheena Henderson	nil

DIRECTORS REMUNERATION AND OTHER BENEFITS

The names of the directors of the Company who held office and the details of their remuneration and value of other benefits received for services to Savor Limited for the year ended 31 March 2021 were:

DIRECTOR	$	NATURE OF REMUNERATION	NOTES
Geoff Ross	75,000	Chair fees	1
David Poole	40,000	Director fees	2
Rich Frank	40,000	Director fees	3
Sheena Henderson	40,000	Director fees	

Notes:

1 Paid to Southern Skies Limited and disclosed as "Director remuneration". Mr Ross agreed not to charge a consulting fee in the year ended 31 March 2021 (31 March 2020: $50,000).

2 Paid to 1st Seed Capital Ltd and disclosed as "Directors remuneration".

3 Paid in Shares to Rich Frank and disclosed as "Directors remuneration".

Lucien Law and Paul Robinson are salaried employees and do not receive Directors fees. Their employee remuneration is included in note 12 of the consolidated financial statements.

ENTRIES RECORDED IN THE INTERESTS REGISTER

The following entries were recorded in the Interests register of the Company during the year ended 31 March 2021.

DIRECTOR	# OF SHARES ACQUIRED	NATURE OF RELEVANT INTEREST	CONSIDERATION ($)	DATE OF ACQUISITION
Lucien Law	7,857,143	Voting shares	1,100,000	15/05/2020[1]
Paul Robinson	7,857,143	Voting shares	1,100,000	15/05/2020[1]
David Poole	1,089,820	Voting shares	152,575	15/05/2020[1]
Rich Frank	550,646	Voting shares	77,090	15/05/2020[1]
Rich Frank	228,073	Voting shares	40,000	25/06/2020[2]

Notes:

1 Participation in 1 for 3 rights issue at 14 cents per share.

2 Shares issued in lieu of cash Directors' fees.

OTHER DIRECTORSHIPS AND SHAREHOLDINGS

The following represents the interests of directors in other companies as at 31 March 2021 disclosed to the Company and entered in the Interests Register:

Geoff Ross	Southern Skies Holdings Limited - Director Moa Investments (2014) Limited - Director
David Poole	1st Seed Limited - Director
Sheena Henderson	Natural Pet Food Group Limited – Director Cluster Consulting Group – Managing Director Young Enterprise Trust – Trustee
Rich Frank	First Media LLC, USA - Director American Film Institute - Trustee & Board Vice Chair
Lucien Law	Mizu Group Limited - Director Mizu Holdings Limited - Director MBP Hospitality Limited - Director Ika-Roa Limited - Director The Mesmeric Limited - Director BH Group Limited - Director
Paul Robinson	Mizu Holdings Limited - Director MBP Hospitality Limited - Director Ika-Roa Limited - Director BH Group Limited - Director

INDEMNITY AND INSURANCE

The Company entered an indemnity in favour of its directors under a deed dated 10 October 2012. The Company has insured all its directors against liabilities and costs in accordance with section 162(5) of the Companies Act 1993.

EMPLOYEE'S REMUNERATION

During the period, the number of employees, not being directors of the Company, who received remuneration and the value of other benefits exceeding NZ$100,000 was as follows:

REMUNERATION RANGE	NUMBER OF EMPLOYEES	
$NZ '000	CONTINUING OPERATIONS	DISCONTINUED OPERATIONS
120–130	1	
130–140	1	
140-150		1
180-190	1	
190-200	2	
280-290		1

AUDIT FEES

The amount of audit fees payable to EY during the period ending 31 March 2021 is set out in the notes to the financial statements. During the period ended 31 March 2021, EY did not provide any non-audit services to the Company.

DONATIONS

The Company made no donations during the year ended 31 March 2021.

NZX WAIVERS

During the year ended 31 March 2021 the Company relied on:

- the NZXR Class Waiver and Ruling in relation to Section 4 of the NZX Listing Rules dated 19 March 2020, in relation to its capital raise which closed in May 2020;
- the NZX Class Waiver from Listing Rule 3.5.1 dated 19 March 2020 which provides issuers with an additional 30 days to release their full year announcements; and
- the NZX Class Waiver from Listing Rule 3.6.1 dated 19 March 2020 which provides issuers with an additional two months for the preparation and release of an issuer's annual report.


MANY SAIL
FEW RETURN
THE
WRECK
MOA

CORPORATE DIRECTORY

DIRECTORS

Geoff Ross
Non-Executive Chairman
Resigned 28 May 2021

Lucien Law
Executive Director & CEO

Paul Robinson
Executive Chairman

Ryan Davis
Independent Director
Appointed 8 April 2021

Louise Alexander
Independent Director
Appointed 8 April 2021

David Poole
Non-Executive Director
Resigned 8 April 2021

Sheena Henderson
Independent Director
Resigned 8 April 2021

Richard Frank
Independent Director
Resigned 8 April 2021

FINANCIAL CALENDAR

Interim results announced: November

End of financial year: 31 March

Annual results announced: May

Annual Report published: June

REGISTERED OFFICE AND ADDRESS FOR SERVICE

Level 4, Seafarers Building, 114 Quay Street, Auckland, 1010, New Zealand

contact@savor.co.nz

AUDITOR

EY

BANKER

Kiwibank

LAWYERS

Chapman Tripp

COMPANY PUBLICATIONS

The Company informs investors of the Company's business and operations by issuing an Annual Report and regular trading updates.

SHARE REGISTER AND SHAREHOLDER ENQUIRIES

Shareholders with enquiries about transactions or changes of address should contact the share register.

Link Market Services Limited

Level 30, PwC Tower, 15 Customs Street West, Auckland, PO Box 91976, Auckland 1142

Phone: +64 9 375 5998
Fax: +64 9 375 5990

Other questions should be directed to the Company's Secretary at the registered address.

STOCK EXCHANGE

The Company's shares trade on the NZX main board equity security market operated by NZX under the code SVR.

Signed for and on behalf of the Board by:

Lucien Law
Director

Paul Robinson
Director

30 June 2021

SAVOR

NEW ZEALAND'S PREMIER HOSPITALITY GROUP