



Independent Reasonable Assurance Report to Board of Directors of Zespri Group Limited

Conclusion

We have concluded that, in all material respects, the 2019 producer vote has been conducted in accordance with the requirements of Kiwifruit Export Regulations 1999 sub-sections 11(1)(a) & (b), 11(2) and 11(3).

Information subject to assurance

We have performed an engagement to provide reasonable assurance in relation to Zespri Group Limited's 2019 producer vote (the "producer vote").

Standards we followed

We conducted our reasonable assurance engagement in accordance with International Standard on Assurance Engagements (New Zealand) 3000 (Revised) *Assurance Engagements other than audits or reviews of historical financial information* and Standard on Assurance Engagements 3100 (Revised) *Assurance Engagements on Compliance*. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. In accordance with those standards we have:

- Used our professional judgement to assess the risk of material misstatement and plan and perform the engagement to obtain reasonable assurance that the producer vote is free from material misstatement, whether due to fraud or error;
- Considered relevant internal controls when designing our assurance procedures, however we do not express a conclusion on the effectiveness of these controls; and
- Ensured that the engagement team possesses the appropriate knowledge, skills and professional competencies.

How to interpret reasonable assurance and material misstatement

Reasonable assurance is a high level of assurance, but is not a guarantee that it will always detect a material misstatement when it exists.

Misstatements, including omissions, within the producer vote information are considered material if, individually or in the aggregate, they could reasonably be expected to influence the relevant decisions of the intended users taken on the basis of the producer vote.

Use of this assurance Report

Our report should not be regarded as suitable to be used or relied on by any party other than Zespri Group Limited for any purpose or in any context. Any party other than Zespri Group Limited who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk.

To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than Zespri Group Limited for our work, for this independent reasonable assurance report, or for the conclusions we have reached.

Our report is released to Zespri Group Limited on the basis that it shall not be copied, referred to or disclosed, in whole (save for Zespri Group Limited's own internal purposes) or in part, without our prior written consent.



Directors' responsibility for the producer vote

The Directors of the Company are responsible for the preparation and fair presentation of the producer vote in accordance with the Kiwifruit Export Regulations 1999 sub-sections 11(1)(a) & (b), 11(2) and 11(3). This responsibility includes such internal control as the Directors determine is necessary to enable the preparation of the producer vote that is free from material misstatement whether due to fraud or error.

Our responsibility

Our responsibility is to express a conclusion to the Directors on the preparation and presentation of the producer vote in accordance with Kiwifruit Export Regulations 1999 sub-sections 11(1)(a) & (b), 11(2) and 11(3).

Our independence and quality control

We have complied with the independence and other ethical requirements of Professional and Ethical Standard 1 (Revised) issued by the New Zealand Auditing and Assurance Standards Board, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Professional and Ethical Standard 3 (Amended) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our firm has also provided statutory audit, review and regulatory services to the Company. Subject to certain restrictions, partners and employees of our firm may also deal with the Company on normal terms within the ordinary course of trading activities of the business of the Company. These matters have not impaired our independence as assurance providers of the Company for this engagement. The firm has no other relationship with, or interest in, the Company.

A smaller version of the KPMG logo, with the letters 'KPMG' in blue and a small registered trademark symbol (®) to the right.

Auckland

25 March 2019