

Annual Report

FOR THE YEAR ENDED 31 MARCH 2021



me | today®



Contents

| | |
|---|-----------|
| CHAIR & CEO REPORT | 4 |
| DIRECTORS' PROFILES | 8 |
| FINANCIAL STATEMENTS | |
| Consolidated Statement of Comprehensive Income | 12 |
| Consolidated Statement of Changes in Equity | 13 |
| Consolidated Statement of Financial Position | 14 |
| Consolidated Statement of Cash Flows | 15 |
| Notes to the Consolidated Financial Statements | 16 |
| INDEPENDENT AUDITOR'S REPORT | 42 |
| SHAREHOLDER & STATUTORY INFORMATION | 46 |
| CORPORATE GOVERNANCE & COMPANY DIRECTORY | 52 |



me | today®

Chair & CEO Report



Dear Me Today shareholder

Me Today's financial results for the 2021 financial year ('FY21') reflect the strong progress made as we invest in the establishment and growth of the start-up business to achieve its global vision.

HIGHLIGHTS

Highlights for FY21 include:

- Renewed the retail distribution agreement with Green Cross Health in New Zealand, with the Me Today range now stocked in 300 Unichem and Life pharmacies around the country, and access opened up to other select retailers
- New global distribution partnerships signed in Japan, Ireland and Australia, providing access to hundreds of new retail outlets
- Launched Tmall and Little Red Book Me Today flagship stores in China, providing a direct link to the Chinese consumer via the cross border ecommerce channel
- Developed and launched nine new supplements and eight skincare products, as well as a series of gift packs for Christmas 2020
- Significant investment into building the Me Today brand, with creative advertising and social media campaigns, as well as securing protection of brand IP around the world
- Signed two global brand ambassadors – Olympian Sarah Walker and rugby star Beauden Barrett
- Further established The Good Brand Company as a reliable supplier to the Pharmacy and Health store retail channels

FINANCIAL PERFORMANCE

Me Today's FY21 financial results reflect the investment being made into establishing and growing the business and are in line with management expectations.

Total revenue of the group was \$1.5 million before deducting the cost of marketing services provided by a customer. Reported revenue was \$1.1 million, a 102% increase on the prior year.

The group recorded an operating loss of \$2.9 million, an increase of \$2.1 million on the operating loss of \$0.8 million recorded in the prior year. Sales are expected to escalate over the 12 months to 31 March 2022 as the company continues to execute the Invest and Grow strategy. Based on the new distribution agreements achieved in FY21 and traction to date, FY22 gross revenue from the existing Me Today Group excluding the recent

King Honey acquisition, is expected to be at least \$3 million.

A capital raise was successfully completed during the period, providing \$4.3 million in additional growth capital (net of transaction costs). As at 31 March 2021, Me Today had cash and short term deposits of \$5.0 million to support the planned growth strategy.

BUILDING STRONG FOUNDATIONS FOR GROWTH

Me Today, which listed on the NZX on 1 April 2020, is targeting the \$128+ billion global supplements and natural skincare markets. There is huge potential in this market for a new and modern brand, such as Me Today, that links supplements and natural skincare and produces premium quality products.

We are very pleased with the progress made this year against the headwinds of the Covid pandemic and excited about the global opportunity in front of us. Our focus remains on building awareness and sales of Me Today products, by continuing to invest into marketing, new product development and delivery methods that help ensure great results for our customers. We have established some great retail partnerships and ecommerce channels this year, and this focus will continue for both our Me Today and agency brands, in New Zealand and offshore. There is growing interest in Me Today from retailers and distributors around the world and we expect our retail distribution to further expand in FY22.

In New Zealand, our renewed arrangement with Green Cross Health allows us to expand distribution into select independent pharmacies, health stores and online retailers as well as 300 Unichem and Life pharmacies, while in Japan, a collaboratively developed new range of Me Today products will be stocked in retail stores owned by MASH Beauty Lab from October 2021 onwards. New distribution partnerships in Australia and Ireland will also see selected products launched into those markets in the second half of the 2021 calendar year. We will continue to invest into marketing and promotion around these platforms in order to drive sales and awareness in these new markets.

We will also continue to invest in our products and people. We have built up a great team over the last year, particularly in sales, marketing, product and innovation, and will further develop our team to drive our growth. Innovation remains an essential ingredient in our success as we research, formulate and deliver premium products to market that are efficacious, beautifully designed and easy on the environment.

Both the Supplements and the Natural Skincare categories in New Zealand and overseas have experienced significant growth in recent years and Me Today is carving a strong place for itself in these high value markets. We see significant opportunity to further expand the product offering and take advantage of new trends within the health, beauty and wellbeing spaces. Our focus remains on taking our brand to the world and we have made great progress in just our first 12 months.

KING HONEY ACQUISITION

Me Today Limited announced on the 31st of May 2021 that it had agreed to acquire 100% of King Honey Limited from interests associated with Terry Jarvis for total consideration of \$36 million.

King Honey is one of New Zealand's premium Manuka Honey producers, operating since 2016 with a vision to bring highly skilled beekeepers together to develop a fully integrated Manuka Honey business. It has a network of 18,000 bee hive placements and 3,600 queen bee rearing hives placed across the North Island of New Zealand and into the Marlborough region.

The acquisition of King Honey Limited complements the Me Today brand and enables Me Today to expand its existing lifestyle, health and wellness businesses. This well established manuka honey business provides the group with additional scale and opportunities for new product development utilising the proven health benefits of manuka honey.

King Honey operates two brands, the BEE+ brand

and the Superlife brand, Me Today sees opportunity for the continued growth of these brands together with the opportunity to include manuka honey products as an extension to the Me Today product range. Given the overlap in category there is also benefit in leveraging the distribution networks of both Me Today and King Honey.

The total purchase price of \$36 million consists of the following components:

- Cash on completion \$21 million
- The issue of \$10 million in new shares in MEE to the vendor at 8.8 cents per share
- A subordinated note of \$5 million repayable in three years from completion with interest paid annually in arrears at 4%.

The cash consideration payable on completion of \$21 million is to be funded through bank debt of \$8.5 million and a new equity capital raise.

On 25 June 2021 shareholders voted to approve this acquisition by the required majorities. Completion of the transaction is expected to occur on 30 June.

The Board were pleased with the success of the capital raise. The Company raised \$15.75 million in new capital comprising:

- \$12.0 million from wholesale investors and an NZX market participant's clients, and
- \$3.75 million from retail investors from an offer to existing Me Today shareholders through a Share Purchase Plan and a general offer to retail investors.

We are excited about the growth opportunities in the year ahead with the acquisition of King Honey Limited adding scale and presenting new opportunities for the Me Today brand and for the group.



Michael Kerr
CEO

Grant Baker
Chairman

30 June 2021





me | today®

Directors' Profiles





Grant Baker

NON-EXECUTIVE CHAIRMAN

Appointed to the Board in 2020

Grant Baker has wide experience at a senior level in both public and private New Zealand companies. He is currently the chairman of Turners Automotive Group, a position he has held for more than 10 years. He was a cofounder of The Business Bakery and has a number of successes under his belt, including being chairman of both 42 Below vodka and Trilogy International. 42 Below was sold to Bacardi in 2006, and Trilogy was recently sold to CITIC Group. Grant is also a cancer survivor and has a strong interest in the health and wellbeing sector. Until recently he was the chairman of The Gut Cancer Foundation, a position he held for more than 10 years.

Grant is not considered to be an independent director under the NZX Listing Rules as MTL Securities Limited, a company in which he is a director, is a substantial product holder of Me Today. Also, interests associated with Grant have an ownership interest in MTL Securities Limited.



Michael Kerr

CHIEF EXECUTIVE OFFICER / EXECUTIVE DIRECTOR

Appointed to the Board in 2020

Michael holds a Bachelor of Commerce degree, majoring in marketing and management, from the University of Auckland. Michael has worked in sales and marketing roles for several local and multinational businesses. More recently he was responsible for establishing the Swisse brand in New Zealand across multiple retail channels, and was the general manager of the skincare brand, Trilogy. Michael's career spans 20 years, in which time he has developed a wealth of knowledge both locally and internationally of how to create and grow brands in the Health and Wellness space.

Michael is not considered to be an independent director under the NZX Listing Rules as he is the Chief Executive Officer and a director of MTL Securities Limited, a substantial product holder of Me Today. Interests associated with Michael have an ownership interest in MTL Securities Limited.



Stephen Sinclair

EXECUTIVE DIRECTOR

Appointed to the Board in 2020

Stephen is a Chartered Accountant, and spent the early part of his career with PriceWaterhouseCoopers. In 1999 he started working with Grant Baker and since then has been involved with numerous successful startups, including 42 Below, Ecoya and Trilogy, and was involved in the recapitalisation of Dorchester Pacific which is now the Turners Automotive Group. Stephen is not considered to be an independent director under the NZX Listing Rules as MTL Securities Limited, a company in which he is a director, is a substantial product holder of Me Today. Interests associated with Stephen have an ownership interest in MTL Securities Limited. Stephen also provides consulting services to Me Today.

Hannah Barrett

INDEPENDENT DIRECTOR

Appointed to the Board in 2020

Hannah has a Bachelor of Commerce degree, majoring in commercial law and accounting, from Victoria University and is a qualified Chartered Accountant. Hannah spent three years working at PricewaterhouseCoopers in the Financial Advisory team working on assignments for global companies as well as New Zealand based businesses and individuals. Hannah also runs her own business specialising in digital consulting and marketing. Hannah supports a number of charities and is an ambassador for Sweet Louise.



Roger Gower

INDEPENDENT DIRECTOR

Appointed to the Board in 2008

Roger has wide experience as a company executive, director and Chairman in both public and private companies. He is currently Chairman of PrimePort Timaru Limited and New Zealand Food Innovation Auckland Limited (the Food Bowl).

Roger is the Chief Executive of New Zealand's Best Food & Beverage Limited, a company affiliated with Douglas Pharmaceuticals that has developed wellbeing products targeting the mother & baby and aged care sectors under the Douglas Nutrition brand. Roger was Chairman at Charlie's juice company, which listed in 2005 and prior to that had a corporate career in logistics and transportation. Roger has a BCom from the University of Auckland, an MBA from Massey University and an MPhil from the University of Cambridge.



Antony Vriens

INDEPENDENT DIRECTOR

Appointed to the Board in 2020

Antony is a seasoned executive with a career in health and financial services corporations across New Zealand, Australia and Asia. He is currently an Independent Director of the Turners

Automotive Group, and is the Chairman of DPL Insurance Limited (Turners' insurance subsidiary). Antony is a medical doctor by background and brings a strong interest in wellness and nutrition, which is supported by his medical training.

Antony is also currently involved in new health technology initiatives to support lifestyle change in the Asia region. In addition to his medical degree, Antony holds an MBA from the University of Auckland, with a background in international business and innovation.





me | today®

Financial Statements

FOR THE YEAR ENDED 31 MARCH 2021



Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 31 MARCH 2021

| | Note | 2021 NZ\$000 | 2020 NZ\$000 |
|--|----------|-----------------|-----------------|
| Revenue before marketing services provided by a customer | | 1,455 | 639 |
| Less marketing services provided by a customer | | (312) | (73) |
| Revenue | 5 | 1,143 | 566 |
| Cost of sales | | (463) | (107) |
| Selling and marketing expenses | | (2,659) | (1,055) |
| Administrative expenses | | (954) | (219) |
| Operating loss | 6 | (2,933) | (815) |
| Reverse acquisition – share based payment | 27 | - | (3,977) |
| Reverse listing expenses | | - | (191) |
| Finance income | | 73 | 1 |
| Loss before tax | | (2,860) | (4,982) |
| Income tax expense | 8 | - | - |
| Loss for the year attributable to owners of the company | | (2,860) | (4,982) |
| Total comprehensive loss for the year attributable to owners of the company | | (2,860) | (4,982) |
| Earnings (loss) per share | | | |
| Basic and diluted loss per share (NZ\$) | 10 | (0.007) | (0.041) |

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 MARCH 2021

| | Note | Share capital NZ\$000 | Share based payments reserve NZ\$000 | Accumulated losses NZ\$000 | Total equity NZ\$000 |
|--|-------|--------------------------|---|----------------------------------|----------------------------|
| Balance at 1 April 2019 | | - | - | (45) | (45) |
| Total comprehensive income | | | | | |
| Loss attributable to owners of the company | | - | - | (4,982) | (4,982) |
| Transactions with owners | | | | | |
| Shares issued during the year | 21 | 3,800 | - | - | 3,800 |
| Shares issued as part of reverse listing | 21,27 | 5,550 | - | - | 5,550 |
| Balance at 31 March 2020 | | 9,350 | - | (5,027) | 4,323 |
| Total comprehensive income | | | | | |
| Loss attributable to owners of the company | | - | - | (2,860) | (2,860) |
| Transactions with owners | | | | | |
| Shares issued during the year | 21 | 4,500 | - | - | 4,500 |
| Less: share issue costs | | (181) | - | - | (181) |
| Share options issued | 22,23 | - | 21 | - | 21 |
| Other share based payments | 22 | - | 89 | - | 89 |
| Balance at 31 March 2021 | | 13,669 | 110 | (7,887) | 5,892 |

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

Consolidated Statement of Financial Position

AS AT 31 MARCH 2021

| | Note | 2021 NZ\$000 | 2020 NZ\$000 |
|--------------------------------------|------|-----------------|-----------------|
| ASSETS | | | |
| Current assets | | | |
| Cash and cash equivalents | 12 | 1,195 | 4,168 |
| Short term deposits | 13 | 3,804 | - |
| Trade and other receivables | 14 | 418 | 247 |
| Inventory | 15 | 934 | 341 |
| Taxation receivable | | 23 | 11 |
| Total current assets | | 6,374 | 4,767 |
| Non-current assets | | | |
| Property, plant and equipment | 16 | 91 | 23 |
| Right-of-use asset | 17 | 176 | - |
| Intangible assets | 18 | 73 | 62 |
| Total assets | | 6,714 | 4,852 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Trade payables and other liabilities | 19 | 629 | 529 |
| Lease liability | 20 | 79 | - |
| Total current liabilities | | 708 | 529 |
| Non-current liabilities | | | |
| Lease liability | 20 | 114 | - |
| Total liabilities | | 822 | 529 |
| Net assets | | 5,892 | 4,323 |
| EQUITY | | | |
| Share capital | 21 | 13,669 | 9,350 |
| Share based payments reserve | 22 | 110 | - |
| Accumulated losses | | (7,887) | (5,027) |
| Total equity | | 5,892 | 4,323 |

For and on behalf of the Board:



Grant Baker
Chairman



Roger Gower
Director

Dated: 31 May 2021

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 31 MARCH 2021

| | Note | 2021 NZ\$000 | 2020 NZ\$000 |
|--|-----------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| Receipts from customers | | 1,384 | 439 |
| Interest received | | 69 | 1 |
| Payments to suppliers and employees | | (4,774) | (1,504) |
| Income tax refunded (paid) | | (13) | - |
| Net cash used in operating activities | 24 | (3,334) | (1,064) |
| Cash flows from investing activities | | | |
| Cash received on reverse listing acquisition | | - | 1,587 |
| Investments in short term deposits | | (3,800) | - |
| Payments for property, plant and equipment | | (98) | (22) |
| Payments for intangibles | | (21) | (71) |
| Net cash (used in)/received from investing activities | | (3,919) | 1,494 |
| Cash flows from financing activities | | | |
| Proceeds from issue of share capital | | 4,500 | 3,700 |
| Share capital issue costs | | (181) | - |
| Interest paid on lease liabilities | 20,25 | (6) | - |
| Payment of lease liabilities | 20,25 | (33) | - |
| Net cash generated by financing activities | | 4,280 | 3,700 |
| Net (decrease)/increase in cash and cash equivalents | | (2,973) | 4,130 |
| Cash and cash equivalents at the beginning of the year | | 4,168 | 38 |
| Cash and cash equivalents at the end of the year | 12 | 1,195 | 4,168 |

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2021

1. GENERAL INFORMATION

These financial statements are for Me Today Limited ('MTL' or 'the Company') and its subsidiaries, The Good Brand Company Limited ('TGBC') and Me Today NZ Limited (together 'the Group').

Me Today Limited, The Good Brand Company Limited and Me Today NZ Limited are limited liability companies incorporated and domiciled in New Zealand. The address of their registered office is Level 1, 25 Broadway, Newmarket, Auckland 1141.

The Group produces, sells, and markets health and wellbeing products or acts as an agent on behalf of other health and wellbeing suppliers.

1.1 Basis of preparation

1.1.1. Reverse acquisition

On 31 March 2020 the Company entered into a reverse acquisition in which the Company acquired 100% of the shares of the already operating The Good Brand Company Limited ('TGBC') and its 100% owned subsidiary Me Today NZ Limited, in exchange for issuing 1.11 billion new fully paid ordinary shares in the Company.

The reverse acquisition did not represent a business combination in accordance with NZ IFRS 3: Business Combinations. The Board of Directors have therefore accounted for the reverse acquisition as a share-based payment transaction, as an issue of shares, in accordance with NZ IFRS 2 Share-based Payment (refer note 27).

1.1.2. Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of NZ IFRS 2 Share-based Payment,

leasing transactions that are within the scope of NZ IFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in NZ IAS 2 Inventories or value in use in NZ IAS 36 Impairment of Assets.

The financial statements are presented in New Zealand dollars which is the Company's functional and presentation currency, rounded to the nearest thousand dollars.

Comparative numbers for selling and marketing expenses and administrative expenses shown in the Consolidated Statement of Comprehensive Income have been restated to align to current year classifications.

1.2 Statement of compliance and reporting framework

The consolidated financial statements have been prepared in accordance Generally Accepted Accounting Practice in New Zealand ('NZ GAAP'). The Group is a for-profit entity for the purposes of complying with NZ GAAP. The financial statements comply with New Zealand equivalents to International Financial Reporting Standards ('NZ IFRS'), and International Financial Reporting Standards ('IFRS').

The Company is an FMC reporting entity under the Financial Markets Conduct Act 2013. These financial statements have been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules.

The financial statements have been approved for issue by the Board of Directors on 31 May 2021.

2. APPLICATION OF NEW AND REVISED NEW ZEALAND INTERNATIONAL FINANCIAL REPORTING STANDARDS (NZ IFRS)

2.1. Application of new and revised International Financial Reporting Standards

The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective. Early adoption of these new standards, interpretations or amendments would not have had a material impact on the financial result or financial position of the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted are set out below.

3.1. Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.1.1. Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

Refer to note 1.1. in relation to basis of preparation due to reverse acquisition transaction.

3.2. Revenue recognition

The Group recognises revenue from the following major sources:

- sale of goods; and
- agency services

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties, such as goods and service tax and customs duties.

3.2.1. Sale of goods

The Group sells goods such as health and wellbeing products. The Group considers the performance obligation is satisfied when control of the goods has transferred, being when the goods have been delivered to the customer. Revenue derived from the sale of goods is recognised at the point in time the performance obligation is satisfied. Marketing payments paid to a customer are treated as a reduction in revenue.

3.2.2. Agency services

For revenues derived from agency services, where the Group acts as a sales agent for other health and wellness brands, the Group considers its performance obligations are satisfied over time, on the basis that agency services are provided and consumed by the customer on a simultaneous basis, and so will recognise the related revenue as the performance obligation is satisfied. Revenue is measured on an output method basis.

3.3. Leasing

The Group assess whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and lease of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefit from the leased assets are consumed.

The lease liability is initially measured at the present value of the future lease payments, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option, with a corresponding adjustment made to the carrying value of the right-of-use asset.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the shorter period of lease term and the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies NZIAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'property, plant and equipment' policy.

3.4. Income Tax

Income tax expense comprises both current and deferred tax.

3.4.1. Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3.4.2. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3.5. Goods and services tax

Revenue, expenses, assets and liabilities are recognised net of the amount of goods and services tax (GST) except:

- where the amount of GST incurred is not recovered from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables, which are recognised inclusive of GST.

The net amount of GST recoverable or payable to the taxation authority is included as part of receivables or payables.

3.6. Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.7. Property, plant and equipment

Plant and equipment, office equipment and computer equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values, over their useful lives using the diminishing value method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The following depreciation rates are used in the calculation:

| | |
|------------------------|-----|
| Plant and equipment | 33% |
| Office equipment | 33% |
| Computer equipment | 50% |
| Leasehold improvements | 33% |

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.8. Intangible assets

Acquired intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The following amortisation rates are used in the calculation:

| | |
|----------------------|------------------------|
| Website | 50% |
| Trademarks & domains | indefinite useful life |

3.9. Financial instruments

Financial assets and financial liabilities are recognised in the Consolidated Statement of Financial Position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3.10. Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.11. Financial assets

Financial assets are measured at amortised cost or fair value on the basis that the Group's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets at amortised costs

The Group holds receivables with the objective to collect the contractual cash flows, the cash flows are solely payments of principal and interest, and therefore measures them subsequently at amortised cost using the effective interest method.

The Group's financial assets at amortised cost include cash and cash equivalents, short term deposits and trade receivables. Cash and cash equivalents include cash in hand and deposits held at call with banks.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on trade receivables. The amount of

expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognises lifetime expected credit losses for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

3.12. Financial liabilities

Financial liabilities are classified as either financial liabilities 'at fair value profit through profit or loss ("FVTPL") or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities (including trade and other payables) are subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

The Group has no financial liabilities at FVTPL.

3.13. Segment reporting

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.

3.14. Foreign currency translation

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the profit or loss in the period in which they arise.

3.15. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

3.16. Share based payment transactions

For equity-settled share-based payments where the goods or services acquired from non-employees can be measured reliably, then the goods or services are measured directly at their fair value. If goods or services cannot be measured reliably then the goods or services are measured indirectly, i.e. with reference to the fair value of equity instruments granted.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 3, the directors of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Below are the critical accounting judgements.

4.1. Impact of COVID-19 and going concern

The directors have concluded that the COVID-19 pandemic has not had a material impact on the financial statements, including trade debtors impairment losses and inventory provisioning.

The directors have concluded that the Group will be able to continue operating for at least 12 months from the date of signing these financial statements. That conclusion has been reached because the Group has substantial cash reserves and it can further reduce expenditure if it becomes necessary to do so.

4.2. Deferred Tax

Judgement is exercised in determining the timing and extent of recognition of the benefit of tax losses. The benefit of tax losses can be recognised as an asset if its recovery is 'probable' (more likely than not). In the absence of any track record of profitability, convincing evidence is needed of how the losses will be recovered in the future, before any deferred tax asset is recognised. On this basis, the Group has not recognised any benefit, as detailed in note 8, at 31 March 2021 in respect of the tax losses generated to 31 March 2021 (2020: nil).

4.3. Share options and other share-based payments

The directors used judgement in determining the fair value of the share options. Share options were independently valued using the Black-Scholes model to estimate fair value at grant date. The expected volatility in the measure of fair value has

been based on the observed volatility levels of movements in Me Today's share price from 6 April 2020 up to the Grant Date and for comparable companies. The Company did not have three years' trading history at the valuation date to provide a three year historical volatility to support the share option valuation (refer note 23).

For the equity-settled share-based payments for promotional services, the services acquired cannot be measured reliably and therefore, in accordance with the Group's accounting policy (refer note 3.16), the services have been measured indirectly, i.e. with reference to the fair value of equity instruments granted.

4.4. Accounting for leases

Judgement is required in determining whether it is reasonably certain that an extension option will be exercised. The Group considers all relevant factors that create an economic incentive for it to exercise the extension. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend. Refer notes 3.3, 17 and 20.

The Group has not included the extension period as part of the lease term for the leased premises.



5. REVENUE

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|-----------------|-----------------|
| Revenue from sale of goods before marketing services provided by customers | | 932 | 263 |
| Less marketing services provided by customers | | (312) | (73) |
| Revenue from sale of goods | | 620 | 190 |
| Revenue from agency services | | 523 | 376 |
| | | 1,143 | 566 |

The details above disaggregate the Group's revenue from contracts with customers into primary markets, and major product and service lines. All revenue is generated in New Zealand.

6. EXPENSES

The loss for the year includes the following expenses.

| | Note | 2021 NZ\$000 | 2020 NZ\$000 |
|---|------|-----------------|-----------------|
| Directors' fees | 29 | (329) | - |
| Depreciation of property, plant and equipment | 16 | (30) | (14) |
| Depreciation of right of use assets | 17 | (50) | - |
| Amortisation of intangible assets | 18 | (10) | (4) |
| Accounting and consulting | | (106) | (75) |
| Shareholder expenses | | (88) | - |
| Employer Kiwisaver contributions | | (30) | (17) |
| Employee benefits expense | | (1,212) | (533) |
| Finance expenses: | | | |
| Interest expense on lease liability | | (6) | - |
| Fees paid to the auditor: | | | |
| For the current year audit | | (57) | (38) |
| For tax advice and returns | | (12) | (34) |
| For general accounting advice | | (5) | - |
| Total fees paid to the auditor | | (74) | (72) |

7. SEGMENT INFORMATION

The Group has identified its operating segments based on the internal reports reviewed and used by the Chief Operating Decision Maker (CODM), being the Board of Directors, in assessing the Group's performance and in determining the allocation of resources.

Unallocated operating expenses include head office costs and costs related to the NZX listing.

All operations are carried out in New Zealand.

| | 2021 | | | | 2020 | | | |
|--|-----------------------|-------------------------|-----------------------------|----------------|-----------------------|-------------------------|-----------------------------|----------------|
| | Sale of goods NZ\$000 | Agency services NZ\$000 | Other / unallocated NZ\$000 | Total NZ\$000 | Sale of goods NZ\$000 | Agency services NZ\$000 | Other / unallocated NZ\$000 | Total NZ\$000 |
| Revenue before marketing services provided by a customer | 932 | 523 | - | 1,455 | 263 | 376 | - | 639 |
| Less marketing services provided by a customer | (312) | - | - | (312) | (73) | - | - | (73) |
| Total external revenue | 620 | 523 | - | 1,143 | 190 | 376 | - | 566 |
| Total inter-segment revenue | - | - | - | - | - | - | - | - |
| Total EBITDA | (1,764) | (91) | (988) | (2,843) | (515) | (233) | (4,218) | (4,966) |
| Finance income | - | - | 73 | 73 | - | 1 | - | 1 |
| Depreciation and amortisation | (21) | (8) | (61) | (90) | (9) | (8) | - | (17) |
| Net loss before taxation | (1,785) | (99) | (976) | (2,860) | (524) | (240) | (4,218) | (4,982) |
| Income tax expense | - | - | - | - | - | - | - | - |
| Net loss for the year | (1,785) | (99) | (976) | (2,860) | (524) | (240) | (4,218) | (4,982) |
| | 2021 | | | | 2020 | | | |
| | Sale of goods NZ\$000 | Agency services NZ\$000 | Other / unallocated NZ\$000 | Total NZ\$000 | Sale of goods NZ\$000 | Agency services NZ\$000 | Other / unallocated NZ\$000 | Total NZ\$000 |
| Segment assets | 1,319 | 128 | 5,267 | 6,714 | 538 | 102 | 4,213 | 4,852 |
| Segment liabilities | 3,974 | (1,652) | (1,500) | 822 | 135 | 230 | 164 | 529 |

7.1. Information about major customers

For the year ended 31 March 2021 there were 3 customers who individually accounted for more than 10% of the Group's total sales (2020: 2 customers). Sales to these customers were \$474,923, \$315,203 and \$116,557 respectively (2020: \$363,000 and \$190,000). These customers purchased goods or agency services.

8. TAXATION

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---|--|-----------------|-----------------|
| Loss before income tax | | (2,860) | (4,982) |
| Current year tax at the tax rate of 28% | | (801) | (1,395) |
| Non deductible share based payment | | - | 1,114 |
| Non deductible expenses | | 3 | 91 |
| Timing differences | | 7 | 5 |
| Current tax losses not recognised | | 791 | 185 |
| Income tax expense | | - | - |
| Comprising: | | | |
| Current income tax expense | | - | - |
| Deferred tax | | - | - |
| | | - | - |

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|-----------------|-----------------|
| Tax losses | | | |
| Tax losses for which no deferred tax asset has been recognised | | 3,454 | 693 |
| Potential tax benefit @ 28% | | 967 | 194 |

The Group did not recognise deferred income tax assets in relation to the losses disclosed above. The losses can be carried forward against future income subject to meeting the requirements of income tax legislation including those relating to shareholder continuity.

9. IMPUTATION CREDITS

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|-----------------|-----------------|
| Imputation credits available for use in subsequent periods | | - | - |

10. EARNINGS PER SHARE

| | | 2021 | 2020 |
|--|--|---------|---------|
| Basic earnings/(loss) per share (NZ\$) | | (0.007) | (0.041) |
| Diluted earnings/(loss) per share (NZ\$) | | (0.007) | (0.041) |

The losses and weighted average number of ordinary shares used in the calculation of loss per share are as follows:

| | | 2021 | 2020 |
|---|--|---------|---------|
| Loss from continuing operations (NZ\$000) | | (2,860) | (4,982) |
| Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share ('000) | | 398,961 | 122,243 |

At 31 March 2021, there were no financial instruments that carried any shareholder dilution rights that were considered to be dilutive (2020: none). The 3,000,000 share options on issue were not considered to be dilutive due to the Group's loss.

11. NET TANGIBLE ASSET BACKING

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---|--|-----------------|-----------------|
| Net tangible assets (NZ\$000) | | 5,819 | 4,261 |
| Issued shares at balance date ('000) | | 412,278 | 1,824,550 |
| Net tangible assets per share (NZ\$) | | 0.0141 | 0.0023 |

Net tangible assets are calculated as the total assets minus both intangible assets and deferred tax assets, and less all liabilities.

The issued shares as at 31 March 2020 is before a one for five share consolidation on 3 April 2020.

12. CASH AND CASH EQUIVALENTS

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--------------------------|--|-----------------|-----------------|
| Cash at bank and on hand | | 1,195 | 4,168 |
| | | 1,195 | 4,168 |

The carrying amount for cash and cash equivalents equals the fair value.

13. SHORT TERM DEPOSITS

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---------------------|--|-----------------|-----------------|
| Short term deposits | | 3,804 | - |
| | | 3,804 | - |

Short term deposits are held by the Group's bank and are generally for a term of 180 days. The carrying amount for short term deposits equals their fair value. The average interest rate of deposits at 31 March 2021 was 1.0%.

14. TRADE AND OTHER RECEIVABLES

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|-----------------|-----------------|
| Trade receivables | | 218 | 148 |
| GST receivable | | 56 | 53 |
| Prepayments | | 144 | 46 |
| Total trade and other receivables | | 418 | 247 |

There has been no expected credit loss impairment to profit or loss in the year (2020: none)

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---|--|-----------------|-----------------|
| Allowance for expected credit losses | | - | - |

The Group's receivables aging is as follows.

| | NZ\$000 | Current | Less than 30 days past due | 30 to 60 days past due | More than 60 days past due | Total |
|-------------------|---------|---------|----------------------------|------------------------|----------------------------|------------|
| 2021 | | | | | | |
| Trade receivables | 218 | - | - | - | - | 218 |
| Loss allowance | - | - | - | - | - | - |
| 2020 | | | | | | |
| Trade receivables | 148 | - | - | - | - | 148 |
| Loss allowance | - | - | - | - | - | - |

The standard credit period on sales of goods is 30 or 60 days on the provision of the sale of goods or rendering of agency services.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The Group has 2 main customers who are both assessed as creditworthy. The Group maintains close working relationships with these customers. The Group does not hold any collateral over these balances.

The Group determines the expected credit losses on receivables by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

15. INVENTORIES

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---------------------|--|-----------------|-----------------|
| Raw materials | | - | 2 |
| Finished goods | | 647 | 275 |
| Packaging materials | | 287 | 64 |
| | | 934 | 341 |

Inventory of \$79,657 was written off to profit and loss in the year (2020: none). Inventory expensed in the year was \$541,543 (2020: \$107,000).

16. PROPERTY, PLANT AND EQUIPMENT

| | Plant and equipment NZ\$000 | Office equipment NZ\$000 | Computer equipment NZ\$000 | Leasehold improvements NZ\$000 | Total NZ\$000 |
|----------------------------------|--------------------------------|-----------------------------|-------------------------------|-----------------------------------|------------------|
| Cost: | | | | | |
| Balance at 1 April 2019 | - | - | 11 | - | 11 |
| Additions | 10 | 1 | 16 | - | 27 |
| Balance at 31 March 2020 | 10 | 1 | 27 | - | 38 |
| Additions | - | 44 | 23 | 31 | 98 |
| Balance at 31 March 2021 | 10 | 45 | 50 | 31 | 136 |
| Accumulated depreciation: | | | | | |
| Balance at 1 April 2019 | - | - | (1) | - | (1) |
| Depreciation expense | (2) | - | (12) | - | (14) |
| Balance at 31 March 2020 | (2) | - | (13) | - | (15) |
| Depreciation expense | (2) | (8) | (14) | (6) | (30) |
| Balance at 31 March 2021 | (4) | (8) | (27) | (6) | (45) |

| | Plant and equipment NZ\$000 | Office equipment NZ\$000 | Computer equipment NZ\$000 | Leasehold improvements NZ\$000 | Total NZ\$000 |
|--------------------------|--------------------------------|-----------------------------|-------------------------------|-----------------------------------|------------------|
| Carrying Amounts: | | | | | |
| 2020 | | | | | |
| Cost | 10 | 1 | 27 | - | 38 |
| Accumulated depreciation | (2) | - | (13) | - | (15) |
| Carrying amounts | 8 | 1 | 14 | - | 23 |
| | | | | | |
| 2021 | | | | | |
| Cost | 10 | 45 | 50 | 31 | 136 |
| Accumulated depreciation | (4) | (8) | (27) | (6) | (45) |
| Carrying amounts | 6 | 37 | 23 | 25 | 91 |

17. RIGHT-OF-USE ASSET

| | | Premises NZ\$000 | Total NZ\$000 |
|------------------------------------|--|---------------------|------------------|
| Cost: | | | |
| Balance at 1 April 2019 | | | |
| Additions | | - | - |
| Balance as at 31 March 2020 | | - | - |
| Additions | | 226 | 226 |
| Balance as at 31 March 2021 | | 226 | 226 |
| | | | |
| Accumulated amortisation: | | | |
| Balance at 1 April 2019 | | | |
| Depreciation expense | | - | - |
| Balance as at 31 March 2020 | | - | - |
| Depreciation expense | | (50) | (50) |
| Balance as at 31 March 2021 | | (50) | (50) |

| | | Premises NZ\$000 | Total NZ\$000 |
|--------------------------|-------------|---------------------|------------------|
| Carrying Amounts: | | | |
| | 2020 | | |
| Cost | | - | - |
| Accumulated amortisation | | - | - |
| Carrying amounts | | - | - |
| | 2021 | | |
| Cost | | 226 | 226 |
| Accumulated amortisation | | (50) | (50) |
| Carrying amounts | | 176 | 176 |

18. INTANGIBLE ASSETS

| | | Website NZ\$000 | Trademarks & domains NZ\$000 | Total NZ\$000 |
|------------------------------------|--|--------------------|------------------------------------|------------------|
| Cost: | | | | |
| Balance at 1 April 2019 | | - | - | - |
| Additions | | 26 | 40 | 66 |
| Balance as at 31 March 2020 | | 26 | 40 | 66 |
| Additions | | - | 21 | 21 |
| Balance as at 31 March 2021 | | 26 | 61 | 87 |
| Accumulated amortisation: | | | | |
| Balance at 1 April 2019 | | - | - | - |
| Depreciation expense | | (4) | - | (4) |
| Balance as at 31 March 2020 | | (4) | - | (4) |
| Depreciation expense | | (10) | - | (10) |
| Balance as at 31 March 2021 | | (14) | - | (14) |

| | | Website NZ\$000 | Trademarks & domains NZ\$000 | Total NZ\$000 |
|--------------------------|--|--------------------|------------------------------------|------------------|
| Carrying Amounts: | | | | |
| 2020 | | | | |
| Cost | | 26 | 40 | 66 |
| Accumulated amortisation | | (4) | - | (4) |
| Carrying amounts | | 22 | 40 | 62 |
| 2021 | | | | |
| Cost | | 26 | 61 | 87 |
| Accumulated amortisation | | (14) | - | (14) |
| Carrying amounts | | 12 | 61 | 73 |

19. TRADE PAYABLES AND OTHER LIABILITIES

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|----------------|--|-----------------|-----------------|
| Trade payables | | 183 | 206 |
| Accruals | | 385 | 323 |
| Other payables | | 61 | - |
| | | 629 | 529 |

20. LEASE LIABILITY

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|-----------------|-----------------|
| Maturity analysis - contractual undiscounted cash flows | | | |
| Up to one year | | 86 | - |
| One to two years | | 88 | - |
| Two to five years | | 29 | - |
| More than five years | | - | - |
| Total undiscounted lease liabilities at period end | | 203 | - |
| Lease liabilities included in the statement of financial position at balance date | | | |
| Current | | 79 | - |
| Non-current | | 114 | - |
| | | 193 | - |

Total cash outflows for leases during the year ended 31 March 2021 were \$39,000 (2020: nil).

As at 31 March 2021, potential future cash outflows of \$181,000 (undiscounted) relating to a two year right of renewal of its lease for premises, have not been included in the lease liability because it is not reasonably certain that the Group will extend the lease.

21. SHARE CAPITAL

| | | 2021 '000 | 2020 '000 |
|---|--|------------------|------------------|
| Number of ordinary shares | | | |
| Ordinary shares as at 1 April | | 1,824,550 | 414,550 |
| Share consolidation | | (1,459,640) | - |
| Issue of shares as settlement of purchase price | | - | 1,110,000 |
| Ordinary shares issued during the period | | 47,368 | 300,000 |
| Ordinary shares as at 31 March | | 412,278 | 1,824,550 |

On 10 July 2020 42,105,263 shares were issued at \$0.095 per share under a retail offer to the market, to raise \$4,000,000. A further 5,263,167 shares were issued on 31 July 2020 at \$0.095 per share, under a share purchase plan, raising a further \$500,000.

In 2020, in addition to the 1,100,000,000 shares issued as consideration for the reverse acquisition, 300,000,000 ordinary shares were issued at \$0.005 per share to a number of wholesale investors to raise \$1,500,000.

On 3 April 2020, the Company undertook a one for five share consolidation.

All ordinary shares on issue are fully paid and rank equally with one vote attached to each share.

22. SHARE BASED PAYMENTS RESERVE

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---|--|-----------------|-----------------|
| Balance as at 1 April | | | |
| Share options granted (refer note 23) | | 21 | - |
| Share based payments for promotional services | | 89 | - |
| Balance as at 31 March | | 110 | - |

The Group has entered into two Ambassador Agreements for the provision of promotional services. A portion of the consideration payable for the promotional services will be settled by the issue of shares. For one ambassador, who is a related party, shares will be issued twice yearly with a total of 1,244,444 ordinary shares to be issued each year at an issue price of \$0.09 per share. 1,111,111 shares are to be issued annually under an agreement with a three-year term. For the other ambassador 133,333 shares are to be issued annually under an agreement with a two-year term.

All share based payments were included in promotional expenses.

23. SHARE OPTIONS

At 31 March 2021 BB Promotions Limited, a related party to the Group (refer note 28), held options on 3,000,000 ordinary shares of the Company (31 March 2020: nil). Each option converts into one ordinary share of the Company on exercise. No amounts are paid or payable by BB Promotions Limited on receipt of the options. The options carry no rights to dividends and no voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

| | 2021 | | 2020 | |
|-------------------------------|-------------------|---------------------------------|-------------------|---------------------------------|
| | Number of Options | Weighted average exercise price | Number of Options | Weighted average exercise price |
| Balance as at 1 April | - | - | - | - |
| Granted during the period | 3,000,000 | \$0.09 | - | - |
| Exercised during the period | - | - | - | - |
| Balance as at 31 March | 3,000,000 | \$0.09 | - | - |

At reporting date, 3,000,000 of the share options granted had not yet vested. These share options will vest over the period to 30 June 2023 as detailed in the table below.

| Option series | Number | | Vesting date | Expiry date | Exercise price | Fair value at grant date |
|-------------------------------|------------------|----------|--------------|--------------|----------------|--------------------------|
| | 2021 | 2020 | | | | |
| Granted 15 June 2020 | | | | | | |
| 2021 options | 1,000,000 | - | 1 June 2021 | 30 June 2021 | \$0.09 | \$0.011 |
| 2022 options | 1,000,000 | - | 1 June 2022 | 30 June 2022 | \$0.09 | \$0.015 |
| 2023 options | 1,000,000 | - | 1 June 2023 | 30 June 2023 | \$0.09 | \$0.019 |
| Balance as at 31 March | 3,000,000 | - | | | | |

| | | | 2021 NZ\$000 | 2020 NZ\$000 |
|--|--|--|-----------------|-----------------|
| Share based payments are included in: | | | | |
| Promotional costs | | | 21 | - |

23.1. Fair value of share options granted in the period

The weighted average fair value of the share options granted during the financial period is \$0.015. Options were priced using the Black-Scholes option pricing model.

The expected volatility in the measure of fair value at grant date has been based on the volatility of the Company's share price from 6 April 2020 up to the Grant Date and for comparable companies, as a proxy of the company's future volatility.

| Inputs into the model | | Option series | | |
|--------------------------------|--|---------------|-------------|-------------|
| | | Series 1 | Series 2 | Series 3 |
| Grant date opening share price | | \$0.082 | \$0.082 | \$0.082 |
| Exercise price | | \$0.09 | \$0.09 | \$0.09 |
| Expected volatility | | 0.35–0.45 | 0.35–0.45 | 0.35–0.45 |
| Option life | | 12.5 months | 24.5 months | 36.5 months |
| Dividend yield | | 0% | 0% | 0% |
| Risk free interest rate | | 0.18% | 0.25% | 0.32% |

24. RECONCILIATION OF LOSS AFTER TAXATION WITH CASH FLOW FROM OPERATING ACTIVITIES

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|---|--|-----------------|-----------------|
| Net loss after taxation | | (2,860) | (4,982) |
| Adjustments for: | | | |
| Depreciation and amortisation | | 90 | 17 |
| Share based payments | | 110 | 3,977 |
| Interest accrued on term deposits | | (4) | - |
| Interest paid on lease liabilities | | 6 | - |
| Other non-cash adjustments | | - | - |
| Movements in working capital | | | |
| (Increase) / decrease in trade and other receivables | | (170) | (227) |
| (Increase) / decrease in inventory | | (593) | (341) |
| Increase / (decrease) in trade payables and other liabilities | | 99 | 516 |
| Decrease / (increase) in taxation receivable | | (12) | (10) |
| Movement in assets and liabilities due to acquisition | | - | (14) |
| Net cash outflows from operating activities | | (3,334) | (1,064) |

25. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

| | | 2021 NZ\$000 | 2020 NZ\$000 |
|------------------------------|--|-----------------|-----------------|
| Lease liabilities: | | | |
| Balance at 1 April | | - | - |
| Lease liabilities recognised | | 226 | - |
| Cash flows | | (33) | - |
| Balance at 31 March | | 193 | - |

26. SUBSIDIARIES

| Name of subsidiary | Principal activity | Equity holding | |
|--------------------------------|--|----------------|------|
| | | 2021 | 2020 |
| The Good Brand Company Limited | Sales of health & wellbeing products | 100% | 100% |
| Me Today NZ Limited | Production @ sale of health & wellbeing products | 100% | 100% |
| Today Limited | Non-trading entity | 100% | 100% |

All subsidiaries are domiciled in New Zealand and have a balance date of 31 March.

27. REVERSE ACQUISITION – SHARE BASED PAYMENT

On 31 March 2020 Me Today Limited (formerly CSM Group Limited) was acquired by The Good Brand Company Limited through a “reverse acquisition”. 60.84% of the shares of Me Today Limited were acquired in exchange for 100% of the shares in The Good Brand Company Limited. This was accounted for as a share based payment under NZ IFRS 2 as it did not meet the definition of a business combination under NZ IFRS 3, and the resultant Group financial statements effectively represent a continuation of the Good Brand Company’s operations.

The financial impact of the reverse acquisition in the 2020 comparative numbers, and the resulting share-based payment, is summarised as follows:

| | 2020 NZ\$000 |
|---|-----------------|
| Net assets / liabilities acquired: | |
| Cash | 1,587 |
| Receivables | 35 |
| Taxation receivable | 10 |
| Payables | (59) |
| Net assets acquired | 1,573 |
| The share based payment expense on acquisition was: | |
| Consideration | 5,550 |
| less: fair value of net assets acquired | 1,573 |
| Share based payment expense on acquisition of Me Today Limited | 3,977 |

The fair value of the consideration of \$5,500,000 consisted of 1,110,000,000 ordinary shares issued at \$0.05 per share. The difference between the consideration and net assets acquired was accounted for as a share-based payment of \$3,977,000.

28. FINANCIAL INSTRUMENTS

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit 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 its financial performance.

Risk management is carried out under policies approved by the Board of Directors. The Board provides written principles for overall risk management as well as policies covering specific areas such as interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The Group has entered into a number of non-derivative financial instruments all of which are classified as financial assets and liabilities at amortised cost. The carrying values of these items approximate their fair value and represent the maximum exposures for each type of financial instrument. They are listed as follows:

| | Note | 2021 NZ\$000 | 2020 NZ\$000 |
|--|------|-----------------|-----------------|
| Financial assets at amortised cost | | | |
| Cash and cash equivalents | 12 | 1,195 | 4,168 |
| Short term deposits | 13 | 3,804 | - |
| Trade receivables | 14 | 218 | 148 |
| Total financial assets | | 5,217 | 4,316 |
| Financial liabilities at amortised cost | | | |
| Trade payables and other liabilities | 19 | 629 | 529 |
| Lease liabilities - current | 20 | 79 | - |
| Lease liabilities - non current | 20 | 114 | - |
| Total financial liabilities | | 822 | 529 |

The Group does not have any derivative financial instruments (2020: nil).

28.1. 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 or the value of its holdings of financial instruments. The objective of market risk management is to manage and control the market risk exposures within acceptable parameters, while optimising the return on risk. There is minimal market risk.

28.2. Cash flow and fair value interest rate risk

The Group's interest rate risk arises from interest on cash and cash equivalents and short-term deposits. Cash balances denominated in New Zealand dollars at variable rates expose the Group to cash flow interest rate risk.

During the current and comparative year, the Group's interest rate risk was minimal.

28.3. 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 and arises from cash and cash equivalents, deposits with banks and the Group's receivables from customers. The Group's maximum credit risk is represented by the carrying value of these financial assets. The credit risk associated with cash transactions and deposits is managed through the Group's policies that limit the use of counterparties to high credit quality financial institutions.

28.4. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as and when they fall due. The Group's liquidity risk management includes maintaining sufficient cash reserves to meet future commitments. Refer to note 1.3. in relation to going concern and impact of COVID-19.

The following table provides a maturity analysis of the Group's remaining contractual cash flows relating to financial liabilities. Contractual cash flows include contractual undiscounted principal and interest payments.

| | Carrying amount NZ\$000 | Contractual cash flows NZ\$000 | Payable 0-6 months NZ\$000 | Payable 6-12 months NZ\$000 | Payable 1-2 years NZ\$000 | Payable 2-5 years NZ\$000 |
|---|-------------------------|--------------------------------|----------------------------|-----------------------------|---------------------------|---------------------------|
| Non-derivative financial liabilities | | | | | | |
| | | | | | | |
| As at 31 March 2021 | | | | | | |
| Trade payables and other liabilities | 629 | 629 | 629 | - | - | - |
| Lease liability | 193 | 203 | 43 | 43 | 88 | 29 |
| | 822 | 832 | 672 | 43 | 88 | 29 |
| | | | | | | |
| As at 31 March 2020 | | | | | | |
| Trade payables and other liabilities | 529 | 529 | 529 | - | - | - |
| Lease liability | - | - | - | - | - | - |
| | 529 | 529 | 529 | - | - | - |

28.5. Fair value

The fair value of trade receivables, trade payables, cash and cash equivalents and short term deposits are determined to be equivalent to their carrying value due to the short-term nature of these balances.

28.6. Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure that reduces the cost of capital.

The Company has no debt.

29. RELATED PARTIES

29.1. Directors

The names of persons who are directors of the Company are; Grant Baker (Chairman), Hannah Barrett, Roger Gower, Michael Kerr, Stephen Sinclair and Antony Vriens.

29.2. Key Management Personnel Compensation

Key management personnel compensation is set out below. The key management personnel are all the directors of the Company.

Directors were paid directors' fees of \$329,000 (2020: nil). \$15,000 was payable to directors at 31 March 2021 (2020: nil). This amount is payable to the independent directors and is intended to be settled by the issue of shares in the Company. \$32,000 of the remuneration due to the independent directors was settled by the issue of 332,139 shares in the Company, as part of the share purchase plan on 31 July 2020. As at 31 March 2021 these shares were held by The Good Brand Company Limited on behalf of the independent directors.

Michael Kerr received total remuneration of \$212,500 in the current year in his role as CEO (2020: \$154,500).

A company owned by Stephen Sinclair received \$114,000 in consulting fees (2020: \$60,000).

29.3. Related entities

MTL Securities Limited is an entity owned and controlled by M & N Kerr Holdings, of which Michael Kerr is a director, and Velocity Capital, of which Grant Baker and Stephen Sinclair are directors. MTL Securities Limited owns 53.85% (2020: 60.84%) of Me Today Limited.

29.4. Shareholder advances

At 31 March 2019 M & N Kerr Holdings and Velocity Capital had advanced \$10,000 and \$90,000 respectively to the Group. These advances were converted to ordinary share capital in the year ended 31 March 2020.

29.5. Related party transactions

On 15 June 2020 the Company entered into an Ambassador Agreement with BB Promotions Limited for a term of three years. BB Promotions Limited is a related party to the Group, as the shareholder and director of BB Promotions Limited, B Barrett, is married to H Barrett, a director of MTL. Under the terms of the agreement, BB Promotions Limited agreed to provide promotional services to the Company in exchange for the payment of \$50,000 per annum, the issue by the Company of ordinary shares to BB Promotions Limited to the value of \$100,000 per annum, and the granting of 3,000,000 options to purchase ordinary shares in the Company (as detailed in notes 22 and 23). Share based payments for promotion services shown in note 22 includes \$83,000 in relation to the Ambassador Agreement with BB Promotions Limited.

The Company issued 354,282 ordinary shares to Antony Vriens as part of the retail offer to investors on 19 July 2020 for \$33,657.

30. CONTINGENT LIABILITIES

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

31. COMMITMENTS

The Company had no commitments for future capital expenditure as at 31 March 2021 (2020: nil).

32. EVENTS SUBSEQUENT TO REPORTING DATE

On 31 May 2021 the Group entered into a conditional agreement to purchase 100% of the shares in King Honey Limited for \$36 million. King Honey Limited is a premium New Zealand manuka honey business.

The purchase price is to be satisfied by:

- cash of \$21 million;
- \$10 million through the issue to the vendors of 113,636,364 new ordinary shares in Me Today; and
- \$5 million by way of a three year subordinated note payable to the vendors.

It is intended that the cash required for the acquisition will be funded by a bank loan of \$8.5 million and a capital raise. Me Today intends to undertake a placement of 178,977,273 new ordinary shares at \$0.088 per share to a number of third party investors to raise \$15.75 million.

The acquisition and the proposed issue of new shares, are subject to shareholder approval at a meeting of shareholders in late June 2021. Me Today expects the acquisition to be completed by 30 June 2021.

On 28 May 2021 Me Today Manuka Honey Limited was incorporated. Me Today Manuka Honey Limited is a 100% owned subsidiary of Me Today and will be the owner of the shares in King Honey Limited.

Refer to note 4.1 in relation to going concern and the impact of COVID-19.

There have been no other significant events after the reporting date





me | today®

Independent Auditor's Report

TO THE SHAREHOLDERS OF ME TODAY LIMITED



Independent Auditor's Report

TO THE SHAREHOLDERS OF ME TODAY LIMITED

Opinion

We have audited the consolidated financial statements of Me Today Limited ("the Company") and its subsidiaries (together, "the Group"), which comprise the consolidated statement of financial position as at 31 March 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) ("ISAs (NZ)"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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.

In addition to audit services, our firm provided other services in the areas of taxation compliance and advisory services. BDO partners and staff also transact with the Group on normal trading terms throughout the year. These engagements

and trading transactions have not impaired our independence as auditor of the Group. We have no other relationship with, or interests in, the Company or its subsidiaries.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have no key audit matters to report.

Other Information

The directors are responsible for the other information. The other information comprises the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors.

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible on behalf of the Group for assessing 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 to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated 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 ISAs (NZ) 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 decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibility for the audit of the financial statements is located on the External Reporting Board's website at:

<https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-1>.

This description forms part of our auditor's report.

Who we Report to

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state those matters which 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.

The engagement partner on the audit resulting in this independent auditor's report is Chris Neves.

BDO Auckland

BDO Auckland
Auckland
New Zealand
31 May 2021





me | today®

Shareholder & Statutory Information



Statutory Information

FOR THE YEAR ENDED 31 MARCH 2021

Listing

The Company's shares are listed on the NZX Main Board equity securities market operated by NZX Limited.

20 largest shareholdings as at 10 June 2021

| | Name | No. of shares | % of shares |
|--|---|---------------|-------------|
| | MTL Securities Limited | 222,000,000 | 53.85% |
| | Hunter Holdings Limited | 44,000,000 | 10.67% |
| | New Zealand Depository Nominee Limited | 23,228,419 | 5.63% |
| | Marvel Fantasy Limited | 20,000,000 | 4.85% |
| | APZ Limited | 9,913,290 | 2.40% |
| | Forsyth Barr Custodians Limited | 9,738,195 | 2.36% |
| | Wallflower Limited | 8,933,400 | 2.17% |
| | James Patrick Keogh | 7,180,609 | 1.74% |
| | Custodial Services Limited | 6,040,000 | 1.47% |
| | Rhonda Lillian Preston | 5,250,000 | 1.27% |
| | Waitara Trustee Limited | 2,980,000 | 0.72% |
| | Custodial Services Limited | 2,764,046 | 0.67% |
| | Caroline Robyn Ball & Christopher John Thomson Bush | 2,421,275 | 0.59% |
| | Laddara Pty Limited | 2,000,000 | 0.49% |
| | Russell Graham Roberts | 2,000,000 | 0.49% |
| | Ilakolako Investments Limited | 1,801,024 | 0.44% |
| | Timothy James Macintosh | 1,786,780 | 0.43% |
| | Tomlinson Group Investments Limited | 1,340,000 | 0.33% |
| | Justin Mark Gibson | 1,295,306 | 0.31% |
| | QSP Limited | 1,099,369 | 0.27% |

Distributions of ordinary shares as at 10 June 2021

| Size of Holding | Number of Security Holders | | Number of Securities | |
|-----------------|----------------------------|---------|----------------------|---------|
| | Number | % | Number | % |
| 1-1,000 | 1,365 | 67.61% | 50,904 | 0.02% |
| 1,001-5,000 | 90 | 4.46% | 308,899 | 0.07% |
| 5,001-10,000 | 107 | 5.30% | 903,330 | 0.22% |
| 10,001-50,000 | 290 | 14.36% | 6,919,707 | 1.68% |
| 50,001-100,000 | 68 | 3.37% | 5,489,154 | 1.33% |
| 100,001 or more | 99 | 4.90% | 398,606,434 | 96.68% |
| | 2,019 | 100.00% | 412,278,428 | 100.00% |

The total number of shares on issue as at 31 March 2021 was 412,278,428.

Substantial financial product holders

Pursuant to Section 293 of the Financial Markets Conduct Act 2013, the following are details of substantial financial product holders and their total relevant interests as at 31 March 2021.

| | No. of shares | % of shares |
|------------------------------------|---------------|-------------|
| MTL Securities Limited | 222,000,000 | 53.85% |
| Michael Sorensen and Adam Sorensen | 44,000,000 | 10.67% |

Directors

The names of the directors of Me Today Limited and its subsidiaries holding office during the year are listed below:

| | |
|---------------------------------------|------------|
| Me Today Limited | G Baker |
| | H Barrett |
| | R Gower |
| | M Kerr |
| | S Sinclair |
| | A Vriens |
| The Good Brand Company Limited | G Baker |
| | M Kerr |
| | S Sinclair |
| Me Today NZ Limited | M Kerr |
| | S Sinclair |
| Today Limited | M Kerr |
| | S Sinclair |

Directors' shareholding

As at 31 March 2021, G Baker, M Kerr and S Sinclair held a joint relevant interest in 222,000,000 shares in the Company held by MTL Securities Limited. H Barrett and R Gower each held a contingent relevant interest in 110,713 shares in the Company. A Vriens held a relevant interest in 464,995 shares in the Company of which 110,713 shares were a contingent relevant interest.

Independent directors

The Board consider H Barrett, R Gower and A Vriens to be independent directors for the purposes of the NZX Listing Rules.

Directors' remuneration

Details of the nature and the amount of remuneration of each director for the year ended 31 March 2021 are:

| NZ\$000 | Directors' fees | Salary | Consulting fees | Total |
|-----------------|-----------------|--------|-----------------|------------|
| G Baker (Chair) | 79 | - | - | 79 |
| H Barrett | 63 | - | - | 63 |
| R Gower | 63 | - | - | 63 |
| M Kerr (CEO) | - | 212 | - | 212 |
| S Sinclair | 63 | - | 114 | 177 |
| A Vriens | 63 | - | - | 63 |

Me Today does not pay retirement payments to directors.

Directors' interests

The directors provided the following disclosure of interests in which, due to the nature of their relationship, may be related parties to Me Today Limited.

| Particulars of interest | Position |
|---|--|
| Grant Baker MTL Securities Limited Baker Consultants Limited Velocity Capital GP Limited | Director Director / Shareholder Director / Shareholder |
| Hannah Barrett BB Promotions Limited | Shareholder |
| Roger Gower Roger Gower & Associates Limited | Director / Shareholder |
| Michael Kerr The Good Brand Company Limited M & N Kerr Holdings Limited MTL Securities Limited | Employee Director / Shareholder Director |
| Stephen Sinclair MTL Securities Limited Velocity Capital GP Limited Stephen Sinclair Consulting Limited | Director Director / Shareholder Director / Shareholder |
| Antony Vriens Insight Consulting Services Limited | Director / Shareholder |

In addition, Directors disclosed the following interests during the period:

The Group has provided insurance for, and indemnity to, directors and employees of the Company and its subsidiaries for losses from actions undertaken in the course of their duties, unless the liability related to conduct involving lack of good faith.

Antony Vriens has disclosed the purchase of 354,282 shares, purchased as part of the Me Today retail offer for \$33,656.79.

Me Today has entered into an Ambassador Agreement with BB Promotions Limited, under which BB Promotions Limited has agreed to provide promotional services to the company in exchange for the payment of \$50,000 per annum in cash and the issue of \$100,000 shares in Me Today Limited each year for three years. In addition, BB Promotions Limited was issued with 3,000,000 options in Me Today Limited. Hannah Barrett is married to B Barrett who is a shareholder and director of BB Promotions Limited.

In addition to the agreement with BB Promotions Limited, Hannah Barrett has separately entered into a marketing services agreement for the year ended 31 March 2022. The agreement is to be renewed annually. The annual fee is \$15,000 payable at the end of each quarter.

Stephen Sinclair has disclosed a verbal contract for services to the Group by Stephen Sinclair Consulting Limited.

Indemnification and insurance of directors and officers

As permitted by the New Zealand Companies Act 1993, the Group has provided insurance for, and indemnity to, directors and employees of the Company and its subsidiaries for losses from actions undertaken in the course of their duties, unless the liability related to conduct involving lack of good faith.

Remuneration of employees

One employee of the Group, who was not a director, received remuneration and benefits of between \$150,001 and \$160,000 during the year ending 31 March 2021.

Auditor

BDO Auckland is the auditor for the Group. Audit fees due and payable to the auditor (excluding GST) were \$57,000. BDO also provided \$16,585 of tax and general accounting advisory services to the Group.

Donations

No donations were paid by the Group during the year ended 31 March 2021.

NZX Waivers

Me Today has relied upon the following waivers in the year ended 31 March 2021:

- Retail Offer shares were issued pursuant to NZX Listing Rule 4.5.1 (as modified by a class waiver granted by NZX Regulation on 19 March 2020).
- SPP shares were issued pursuant to NZX Listing Rule 4.3.1(c) (as modified by a class waiver granted by NZX Regulation on 19 March 2020).





me | today®

Corporate Governance & Company Directory



Corporate Governance Statement

FOR THE YEAR ENDED 31 MARCH 2021

The Board is responsible for the overall corporate governance of the Company, and it recognises the need for the highest standards of behaviour and accountability. The Board develops strategies for the Company, reviews strategic objectives and monitors the Company's performance against those objectives.

The overall goals of the corporate governance process are to:

- drive shareholder value;
- assure a prudential and ethical base to the Company's conduct and activities; and
- ensure compliance with the Company's legal and regulatory obligations.

The Governance Principles adopted by the Board are designed to achieve these goals.

The full content of the Company's Governance Code and related polices and charters, can be found at the following link (<https://www.metodayinvestors.com/corporate-governance/>).

This statement is a summary of the Corporate Governance arrangements approved and observed by the Board as at 31 March 2021. The statement has been approved by the Board.

CODE OF ETHICS

The board has documented a code of ethics, which can be found at <https://www.metodayinvestors.com/corporate-governance/>, detailing the ethical standards to which Me Today Limited's directors and employees are expected to adhere.

ROLE OF THE BOARD

The Board assumes the following primary responsibilities:

- formulation and approval of the strategic direction, objectives and goals of the Company;
- monitoring the financial performance of the Company, including approval of the Company's financial statements;
- ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- review of performance and remuneration of directors and executive officers; and
- establishment and maintenance of appropriate ethical standards for the Company to operate by.

A formal Governance Code, which can be found at <https://www.metodayinvestors.com/corporategovernance/>, has been adopted by the Board and outlines directors' responsibilities. The Board internally evaluates its performance and continues to assess the size, diversity and skills of the Board.

BOARD COMPOSITION

In accordance with the Company's constitution the Board will comprise not less than three directors. The Board will be comprised of a mix of persons with complementary skills appropriate to the Company's objectives and strategies.

The Board currently comprises six Directors, three of whom are Independent. The Board considers that, although it does not have a majority of independent board members per the NZX Corporate Governance Code

Recommendation, it has the right balance for the current size and structure of the Company.

Independence of directors is assessed against the factors included in the Company's Governance Code.

Although the Chair of the board is not Independent, the board considers that for the size and structure of the Company, an Independent Chair is not required at this time.

BOARD MEETINGS

The Board aims to meet at least 11 times each year for scheduled meetings. Additional meetings are held where specific matters require attention between scheduled meetings. Board meetings are used to monitor, challenge, develop and fully understand business and operational issues.

The following table shows director attendance at meetings during the year ended 31 March 2021.

| | Board | Audit, Finance & Risk Committee |
|------------------|-------|---------------------------------|
| Grant Baker | 12 | n/a |
| Hannah Barrett | 11 | 2 |
| Roger Gower | 12 | 2 |
| Michael Kerr | 12 | 2 |
| Stephen Sinclair | 12 | 2 |
| Antony Vriens | 12 | n/a |

CRITERIA FOR BOARD MEMBERSHIP

When a vacancy arises, the Board will identify candidates with a mix of diversity, capabilities and perspectives considered necessary for the Board to carry out its responsibilities effectively. A director appointed by the Board must stand for election at the next Annual Meeting. No director shall hold office (without re-election) past the third annual meeting following that directors' appointment or three years, whichever is longer. Retiring directors are eligible for re-election.

BOARD COMMITTEES

The Board has established an Audit, Finance and Risk Committee and a Remuneration, Nomination and Health & Safety Committee.

The Audit, Finance and Risk Committee operates under a Charter approved by the Board and is accountable to the Board for: the business relationship with, and the independence of, external auditors; the reliability and appropriateness of the disclosure of the financial statements and external financial communication; and the maintenance of an effective business risk management framework including compliance and internal controls. The Audit, Finance and Risk Committee is chaired by Roger Gower with Stephen Sinclair and Hannah Barrett as members. Mr Gower and Ms Barrett are Independent Directors.

The Remuneration, Nominations and Health & Safety Committee operates under a Charter approved by the Board. The role of the Remuneration, Nominations and Health & Safety Committee is to consider the appointment of any future directors and their suitability to hold that position, the employment of senior executive employees of the Company, and reviewing Health & Safety policies to ensure the Company is providing a safe working environment for all employees and contractors. The Remuneration, Nominations and Health & Safety Committee is also responsible for considering the remuneration to be paid to executive employees and directors.

During the period under review, given the current size of the Board and composition of the sub committees, the Board incorporated all matters of the Remuneration, Nominations and Health & Safety Committee as a separate part of board meetings.

TRADING IN SHARES

The Company has a detailed Financial Markets Trading Policy applying to all directors and employees which can be found at <https://www.metodayinvestors.com/corporate-governance/>. The procedures outlined in this policy must be followed by all directors and employees to obtain consent to trade in the Group's shares, at all times. Under the policy, trading restrictions (blackout periods) apply:

- two weeks before 30 September until 48 hours after the half-year results are released to NZX;
- two weeks before 31 March until 48 hours after the full-year results are released to NZX; and
- 30 days prior to release of an offer document (such as a product disclosure statement or prospectus) for a general public offer of the same class of shares.

Outside the black-out periods specified above, dealing is subject to the notification and consent requirements outlined in the policy.

MAKE TIMELY AND BALANCED DISCLOSURE

The Company has in place procedures designed to ensure compliance with the NZX Listing Rules such that all investors have equal and timely access to material information concerning the Company, including its financial situation, performance, ownership and governance.

Company announcements are factual and presented in a clear and balanced way.

Significant market announcements, including the preliminary announcement of the half year and full year results, and the financial statements for those periods, require review by the Board prior to release.

The Group's Market Disclosure Policy to ensure it complies with its continuous disclosure obligations at all times can be found at <https://www.metodayinvestors.com/corporate-governance/>.

HEALTH AND SAFETY

The Group's Board is responsible for oversight of the Company's health and safety risks. Creating a safe working environment for any employees or contractors is a key focus. Me Today has a Remuneration, Nomination and Health & Safety Committee Charter which can be found at <https://www.metodayinvestors.com/corporate-governance/>. Health and safety issues are a separate agenda item on every board meeting where the Board monitors, supports and completes its own due diligence on the health and safety practices.

During the year there were no reported incidents which resulted in injury.

DIVERSITY POLICY

The Group recognises the wide-ranging benefits that diversity brings to an organisation. The Company endeavours to incorporate diversity to ensure a balance of skills and perspectives are available to benefit our shareholders, which is reflected in the Company's Diversity Policy, which can be found at <https://www.metodayinvestors.com/corporate-governance/>.

As at 31 March 2021, the gender balance of the Company's directors and officers was as follows:

| | 2021 | | 2020 | |
|--------------------------------|----------|----------|----------|----------|
| | Female | Male | Female | Male |
| Directors | 1 | 5 | 1 | 5 |
| Officers (excluding directors) | - | - | - | - |
| Total | 1 | 5 | 1 | 5 |

CORPORATE GOVERNANCE BEST PRACTICE CODE

The Group has followed the recommendations in the NZX Corporate Governance Code in all material aspects, with the following exceptions during the financial year ended 31 March 2021:

| Reference | Recommendation | Alternative Governance Practice and Reason for the Practice |
|--------------------|---|---|
| Recommendation 2.8 | A majority of the board should be independent directors. | The Board considers that, although it does not have a majority of independent board members per the NZX Corporate Governance Code Recommendation, it has the right balance for the current size and structure of the Company. |
| Recommendation 2.9 | An issuer should have an independent chair of the board. If the chair is not independent, the chair and the CEO should be different people. | Grant Baker, the current chair is not considered an independent director as MTL Securities Limited, a company in which he is a director, is a substantial product holder of Me Today. Mr Baker has been appointed as Chair at this time due to the level of expertise that he brings in relation to the matters that are the Company's current focus. The Board will assess the role of Chair as required. The Chair and CEO are different people. |
| Recommendation 4.3 | Financial reporting should be balanced, clear and objective. An issuer should provide non-financial disclosure at least annually, including considering environmental, economic and social sustainability factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the board. | Me Today has not provided detailed reporting on environmental, economic and social sustainability factors. The Company is currently in the early stages of business development and is yet to establish comprehensive non-financial reporting measurements and targets. The wellbeing of its customers, employees and other stakeholders is important to Me Today, as is its social responsibility and environmental impact. As the Company grows it will implement and report on appropriate non-financial measures. |
| Recommendation 8.4 | If seeking additional equity capital, issuers of quoted equity securities should offer further equity securities to existing equity security holders of the same class on a pro rata basis, and on no less favourable terms, before further equity securities are offered to other investors. | On 8 July 2021, Me Today announced a \$4.5 million capital raise, comprising a \$3 million retail offer placement ('Placement'), with provision for up to \$1 million of oversubscriptions, and a \$250,000 share purchase plan, with provision for up to \$250,000 of oversubscriptions ('the SPP'). The SPP was available to eligible existing shareholders with a registered address in New Zealand and these shareholders could apply for up to NZ\$50,000 of new Me Today shares. The Board considered the interests of existing shareholders in agreeing the size and structure of the capital raise and determined that a \$500,000 in total SPP, and \$50,000 offer per shareholder, would allow many shareholders to participate in the offer on a pro rata basis. Me Today scaled the excess demand for the SPP having regard to shareholdings at the record date for the SPP. The \$15.75 million capital raise to fund the King Honey acquisition completed on 29 June 2021 adopted a similar offer structure, with a \$10 million wholesale placement and a \$5.75 million retail offer comprising a \$2 million firm allocation and \$3.75 million in total SPP and general offer. No scaling was required, and shareholders approved the offers at a meeting held on 25 June 2021. |
| Recommendation 8.5 | The board should ensure that the notices of annual or special meetings of quoted equity security holders is posted on the issuer's website as soon as possible and at least 20 working days prior to the meeting. | The notice of the Annual Meeting was released on 4 September 2020, being 16 working days prior to the meeting held on 25 September 2020. Scheduling and planning for the meeting occurred during the Auckland Covid lock-down period, which added uncertainty and complexity as to when, where and how the meeting could be held, reducing the time available for the notice of meeting. |

Company directory

Registered Office

Level 1, 25 Broadway
Newmarket
Auckland 1141
New Zealand

Postal Address

Po Box 24421
Royal Oak
Auckland 1345

Bankers

BNZ
Deloitte Building
80 Queens Street
Auckland 1010
New Zealand

Lawyers

Chapman Tripp
Level 34, PWC Tower
15 Custom Street West
Auckland 1010
New Zealand

Share Registry

Computershare Investor Services Limited
159 Hurstmere Road
Takapuna
Auckland
Private Bag 92119
Auckland 1142
New Zealand

Auditor

BDO Auckland
4 Graham Street
Auckland
New Zealand



METODAY.COM

me | today[®]