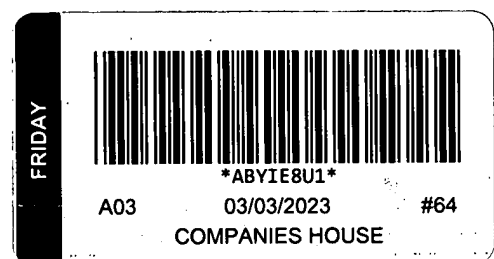


COMPANY REGISTRATION NUMBER: 07579246

GLOBAL FRESH FOODS LIMITED  
ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021



**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**CONTENTS OF THE FINANCIAL STATEMENTS**  
for the Year Ended 31 December 2021

Company information	1
Directors' report	2
Directors' responsibilities statement	4
Independent auditor's report	5
Profit and loss account	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

**GLOBAL FRESH FOODS LIMITED**

**COMPANY INFORMATION**  
for the Year Ended 31 December 2021

**DIRECTORS:**

Mr A W S James  
Mr F Kittler (resigned Jan 1, 2022)  
Mr O Strand (resigned Oct 1, 2021)  
Mr S Dolezalek  
Mr P J Kristensen (resigned Jan 1, 2022)

**SECRETARY:**

Vistra Company Secretaries Limited

**REGISTERED OFFICE:**

Suite 1, 3rd Floor  
11-12 St James's Square  
London  
SW1Y 4LB

**REGISTERED NUMBER:**

07579246 (England and Wales)

**AUDITOR:**

Deloitte LLP  
Statutory Auditor  
Hanover Building, Corporation St  
Manchester  
M4 4AH  
United Kingdom

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**DIRECTORS' REPORT**  
for the Year Ended 31 December 2021

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report for the year ended 31 December 2021.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption, and as such, no strategic report has been prepared.

**PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS**

The company's principal activity provides controlled atmosphere low temperature distribution packaging technology and value-added ocean logistics services to ship fresh food worldwide. Scientists have developed ways to help overcome the effects of oxygen and temperature to prolong storage. The Company uses fuel cells to actively reduce and consistently monitor oxygen while the product is shipped in refrigerated containers, extending the shelf life of fresh proteins well beyond 40 days. The Company's patented technology maintains a consistent atmosphere and provides transparency throughout the supply chain by continually tracking temperature and oxygen through built-in sensors.

The Directors have terminated operations of the company as funding expected has not materialized.

**Going concern**

Subsequent to the year end, the directors have taken the decision to perform an orderly close down of the Company and its operations. The Company has received confirmation from the major shareholder, Grosvenor Food and AgTech (previously known as Wheatsheaf Group Limited), that sufficient financial support will be provided until the formal dissolution of the Company. As a result, these accounts have been prepared on a basis other than going concern.

**DIVIDENDS**

The Directors have not recommended payment of a dividend.

**DIRECTORS**

The directors of the company, who served throughout the year and to the approval of the financial statements, except as noted, were as follows:

Mr A W S James  
Mr F Kittler (resigned Jan 1, 2022)  
Mr O Strand (resigned October 2021)  
Mr P J Kristensen (resigned Jan 1, 2022)  
Mr S Dolezalek

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

Each of the persons who is a Director at the date of approval of this report confirms that:

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and
- (b) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**DIRECTORS' REPORT (CONTINUED)**  
for the Year Ended 31 December 2021

**SUBSEQUENT EVENTS**

There are no subsequent events to report other than those relating to the termination of business operations discussed on page 2.

**AUDITOR**

Deloitte LLP have been appointed as auditor during the year and a resolution be proposed for their re-appointment at the forthcoming Annual General Meeting.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Approved and authorised for issue by the Board and signed on its behalf by:

DocuSigned by:  
*Stephan Dolezalek*  
.....  
Mr S Dolezalek - Director  
.....  
2-2-2023  
.....

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GLOBAL FRESH FOODS LIMITED**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Global Fresh Foods Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity;
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, 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.

#### **Emphasis of matter – Financial statements prepared other than on a going concern basis**

We draw attention to note 1 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company'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 company or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
GLOBAL FRESH FOODS LIMITED (CONTINUED)**

**Auditor's responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Report on other legal and regulatory requirements**

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

**Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Heather Crosby Bsc ACA (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Manchester, United Kingdom  
2 February 2023

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****PROFIT AND LOSS ACCOUNT  
for the Year Ended 31 December 2021**

		<b>31/12/21</b>	<b>31/12/20</b>
	<b>Notes</b>	<b>\$</b>	<b>\$</b>
Administrative expenses		<u>(20,755)</u>	<u>(117,816)</u>
<b>OPERATING LOSS</b>	<b>4</b>	<b>(20,755)</b>	<b>(117,816)</b>
Write down of assets	6	(8,053,802)	-
Write down of other assets	7	(27,379,370)	-
Finance cost	3	<u>(457,775)</u>	<u>(293,879)</u>
<b>LOSS BEFORE TAXATION</b>		<b>(35,911,702)</b>	<b>(411,695)</b>
Tax on loss	5	-	-
<b>LOSS FOR THE FINANCIAL YEAR</b>		<b><u>(35,911,702)</u></b>	<b><u>(411,695)</u></b>

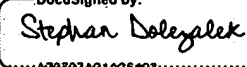
Results derive from ceasing operations and shut down activities.

The company has no comprehensive income or expenses for the current or preceding year other than the loss for the respective years as shown above. Accordingly, a separate statement of comprehensive income has not been presented.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****BALANCE SHEET  
At 31 December 2021**

		31/12/21	31/12/20
	Notes	\$	\$
<b>FIXED ASSETS</b>			
Investments	6	-	8,053,802
<b>CURRENT ASSETS</b>			
Debtors	7	-	26,165,125
Creditors: Amounts falling due within one year	8	(5,115,715)	(3,422,940)
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<u>(5,115,715)</u>	<u>22,742,185</u>
<b>NET (LIABILITIES)/ASSETS</b>		<u>(5,115,715)</u>	<u>30,795,987</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	513,470	513,470
Share premium	10	32,244,253	32,244,253
Retained earnings	10	(37,873,438)	(1,961,736)
<b>SHAREHOLDERS' (DEFICIT)/FUNDS</b>		<u>(5,115,715)</u>	<u>30,795,987</u>

The financial statements of Global Fresh Foods Limited (registered number 07579246) were approved and authorised for issue by the Board of Directors on 2 February 2023 and were signed on its behalf by:

DocuSigned by:  
  
 A79797A31A26493.....  
 Mr S Dolezalek - Director

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****STATEMENT OF CHANGES IN EQUITY  
for the Year Ended 31 December 2021**

	<b>Called-up share capital</b>	<b>Share premium account</b>	<b>Profit and loss account</b>	<b>Total</b>
	\$	\$	\$	\$
<b>At 1 January 2020</b>	513,470	32,244,253	(1,550,041)	31,207,682
Loss for the financial year	-	-	(411,695)	(411,695)
<b>At 31 December 2020</b>	<u>513,470</u>	<u>32,244,253</u>	<u>(1,961,736)</u>	<u>30,795,987</u>
Loss for the financial year	-	-	(35,911,702)	(35,911,702)
<b>At 31 December 2021</b>	<u>513,470</u>	<u>32,244,253</u>	<u>(37,873,438)</u>	<u>(5,115,715)</u>

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**NOTES TO THE FINANCIAL STATEMENTS  
for the Year Ended 31 December 2021**

**1. ACCOUNTING POLICIES**

**Company information**

Global Fresh Foods Limited is a private company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006, and is registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation and functional currency of the financial statements is the US Dollar (\$) because that is the currency of the primary economic environment in which the company operates.

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and preceding year.

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006 and as such has taken the exemption to prepare a cash-flow statement. The financial statements have been prepared under the historical cost convention.

The company has taken advantage of the exemption under section 440 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

**Going concern**

Subsequent to the year end, the directors have taken the decision to perform an orderly close down of the Company and its operations. The decision to shut down the Company was made due to the inability to raise funds or generate revenue to support the operations of the Company. As a result of ceasing operations, a material adjustment to write down the intercompany receivables and investment to NIL. The Company has received confirmation from the major shareholder, Grosvenor Food and AgTech (previously known as Wheatsheaf Group Limited), that sufficient financial support will be provided until the formal dissolution of the Company. As a result these accounts have been prepared on a basis other than going concern.

**Financial instruments**

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
for the Year Ended 31 December 2021**

**Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

**Basic financial liabilities**

Basic financial liabilities, including creditors, and loans from fellow group companies are initially recognised at transaction price.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are initially recognised at transaction price.

**Complex financial instruments**

The entity's complex financial instruments consist of a convertible loan, which is classified in accordance with the substance of the contractual arrangement entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

**Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

A provision is recognised for those matters for which the tax determination is uncertain, but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into US\$ at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into US\$ at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**Investments**

The investments are stated at cost less any provision for diminution in value. Any profits or losses on disposal of investments are taken to the profit and loss account.

**Impairment of financial assets**

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
for the Year Ended 31 December 2021****2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION  
UNCERTAINTY**

In the application of the company's accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make 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 recognized 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.

The following are critical judgements or key sources of estimation uncertainty that the Directors have made in the process of applying the company's accounting policies.

**Future cash flow**

Our future cash flow projection is nil as the company has no current source of funding as mentioned in note 1. The lack of future cash flow contributed to the assessment of the company's ability to continue as a going concern and the decision to shut down the Company.

**3. FINANCE COST**

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Convertible loan interest (see Note 9)	<u>457,775</u>	<u>293,879</u>

**4. OPERATING LOSS**

There were no employees, other than the directors in the current or prior year. No directors received fees.

Fees payable to the company's auditor of £6,000 were paid by another group company and not recharged. There were no non-audit fees payable to the company's auditor.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**for the Year Ended 31 December 2021****5. TAX ON LOSS****Tax on profit**

The tax charge comprises:

	<b>2021</b>	<b>2020</b>
	\$	\$
Total current tax	-	-
Total deferred tax	-	-
Total tax on loss	-	-

The standard rate of tax applied to reported loss is 19% (2019: 19%). The applicable tax rate has changed following the substantive enactment of the Finance Act 2016.

The differences between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	<b>2021</b>	<b>2020</b>
	\$	\$
Loss before tax	35,911,702	411,695
UK corporation tax rate of 19% (2019: 19%)	6,823,223	78,222
Effects of: Unprovided deferred tax movements	(6,823,223)	(78,222)
Total tax charge for year	-	-

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****NOTES TO THE FINANCIAL STATEMENTS - CONTINUED**  
**for the Year Ended 31 December 2021****6. FIXED ASSET INVESTMENTS**

	Shares in group undertakings \$
<b>COST</b>	
At 1 January 2021	<u>8,053,802</u>
Write down of assets	(8,053,802)
<b>NET BOOK VALUE</b>	
At 31 December 2021	<u>-</u>
At 31 December 2020	<u>8,053,802</u>

The company's investments at the prior year balance sheet date in the ordinary share capital of companies included the following. Each of these entities are 100% owned by Global Fresh Foods Limited. The investments were written down to nil as of December 31, 2021 due to the shutdown of the company as no future benefit will be derived.

Global Fresh Foods Inc. dba Bluwrap	Provider of controlled environment logistics solutions for the transport of fresh proteins	1390 Market Street, Suite 200 San Francisco, CA 94102 United States
GFF Bluwrap Norway AS	Food Service Technology	Azets Insight AS, Avd Bjørvika, Dronning Eufemias gate 16, 0191 Oslo, Norway
Global Fresh Foods Chile Limitada	Food Service Technology	RELY SpA, Avenida Libertador Bernardo O'Higgins 1302 Oficina 70, Santiago, Chile
GFF Germany GmbH	Food Service Technology	RSM AWT AG Wirtschafts-Treuhand, Liebigstr 3 84030 Landshut, Germany

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)****NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2021****7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	\$	\$
Amounts owed by group undertakings	27,379,370	26,165,125
Write down of assets	<u>(27,379,370)</u>	<u>-</u>
	-	26,165,125

The amounts owed by group undertakings are non-interest bearing, and repayable on demand. As of December 31, 2021, the amounts due by group undertakings has been written off due to the Company's decision to shut down and terminate all operations. These receivables will not be settled due to the Company's termination of operations.

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	\$	\$
Other loans (see note 9)	<u>5,115,715</u>	<u>3,422,940</u>

**9. BORROWINGS**

An analysis of the maturity of loans is given below:

	2021	2020
	\$	\$
Amounts falling due within one year:		
Convertible loan	4,235,000	3,000,000
Convertible loan interest	<u>880,715</u>	<u>422,940</u>
	<u>5,115,715</u>	<u>3,422,940</u>

On June 18, 2020, the Company entered into convertible note agreements with an investor totalling \$3,000,000.  
On February 3, 2021, the Company entered into convertible note agreements with an investor totalling \$555,000.  
On July 27, 2021, the Company entered into convertible note agreements with an investor totalling \$300,000.  
On December 27 2021, the Company entered into convertible note agreements with an investor totalling \$380,000.

The above note and accrued interest shall be converted to a number and class of stock that most closely approximates the value and economic rights and privileges of the shares issued and sold by Global Fresh Foods Limited at the close of Global Fresh Foods Limited's next equity financing yielding gross proceeds to Global Fresh Foods Limited of at least \$4,235,000 in the aggregate, excluding conversion of the notes. At that time Global Fresh Foods Limited will acquire the shares issued by the Company in exchange for stock issued to the investors. Interest will accrue at 8.0% per annum until the maturity date and 10.0% per annum after the maturity date. The note matures on the earlier of the one-year anniversary date, completion of an exit, event of default or a date which the holder determines by providing written notice to the company. With the cease of operations and shut down of the Company, this note is in default.

## GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2021

## 10. SHARE CAPITAL AND RESERVES

## Called-up share capital and reserves

	2021 \$	2020 \$	
Allotted, called-up and fully paid			
1,890,834 ordinary shares of \$0.01 each	\$18,908	\$18,908	The Company has one class of ordinary shares which carry no right to fixed income.
1,399,997 Preferred Stock Series A of \$0.01 each	\$14,000	\$14,000	
3,274,783 Preferred Stock Series B of \$0.01 each	\$32,748	\$32,748	
19,560,626 Preferred Stock Series C of \$0.01 each	\$195,606	\$195,606	
25,220,804 Preferred Stock Series D \$0.01 each	\$252,208	\$252,208	
	\$513,470	\$513,470	

The preferred stock is not redeemable. The holders of the ordinary shares, the Series A shares, the Series B shares, the Series C shares, and the Series D shares shall be entitled to receive dividends when, as and if declared by the company. No dividend will be declared or paid on the ordinary shares, the Series A shares, the Series B shares, or the Series C shares without a like dividend being declared and paid on the Series D shares. On a distribution of assets on a liquidation or a winding up or a return of capital (other than a conversion, redemption or purchase of shares) the Series D shares shall rank ahead of the Series C shares, the Series B shares, the Series A shares, and the ordinary shares. The ordinary shares, the Series A shares, the Series B shares, the Series C shares and the Series D shares shall rank pari passu in all respects in the absence of contrary provision, but shall constitute separate classes of shares.

The Group and Company's other reserves are as follows:

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

The profit and loss reserve represents cumulative profits or losses, including unrealised profit on the remeasurement of investment properties, net of dividends paid and other adjustments.

**GLOBAL FRESH FOODS LIMITED (REGISTERED NUMBER: 07579246)**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
for the Year Ended 31 December 2021**

**11. PARENT COMPANY AND CONTROLLING PARTY**

The company's ultimate parent undertaking is Grosvenor Food and AgTech (previously known as Wheatsheaf Group Limited), a company registered in England and Wales. Wheatsheaf Group Limited is wholly owned by Trustees of the Grosvenor Estate who hold the shares for the benefit of current and future generations of the Grosvenor family headed by the Duke of Westminster.

Wheatsheaf Group Limited heads the largest and smallest group of undertakings of which the company is a member and for which group financial statements have been prepared for the year ended 31 December 2021.

Copies of the consolidated financial statements of Grosvenor Food and AgTech can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.