

**Nuseed Europe Limited**

**Annual report and financial statements**

**Registered number 08635995**

**30 September 2022**



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## Strategic Report

The company is focused on the development of a European sunflower business through Value BEYOND YIELD® strategy. Nuseed provides new sustainable plant-based solutions to growers, industry and end-use customers, adding value at every step and for each participant in Nuseed's Value Chain.

The company acts as an intercompany supplier to both Nuseed Russia and Nuseed Ukraine. The Company supplied c. 47% and 31% to Nuseed Russia and Nuseed Ukraine (respectively) of its total sales volume of seeds in the year ending 30 September 2022. All of these sales were concluded prior to the commencement of the war in March 2022. As the company moves forward the route to market for Nuseed Russia and Nuseed Ukraine will continue to be reviewed to provide seed to these regions.

For the Western and Central European markets, many competitors were unable to move seed to Russia/Ukraine prior to the war. This resulted in a major over-supply of heavily discounted hybrid seed in these core markets. This unique situation resulted in lower sales for Nuseed Europe Limited compared to previous years.

The company has a strong and developing Central and Eastern European customer base in key markets such as Bulgaria, Moldova, Romania and Hungary.

The continued optimisation of our internal and external production partnerships - being key third party relationships with Remington Seeds and MayAgro - drove quality and consistency into the product supply.

The company participates fully in Nuseed Global R&D activities to continue the development of class leading sunflower hybrids which will drive growth.

As the legal entity remained loss-making whilst developing the business, the wider group continues to provide debt facility in the form of an intercompany loan with Nuseed Global Innovation Ltd ("NGI"). NGI has contractually agreed to advance the company such funds as is necessary until 31 December 2026 in an aggregated amount not to exceed £50m. NGI accesses these funds from its own facility agreement with Nufarm Treasury. This provides sufficient facility headroom to enable the company to continue trading for the foreseeable future.

### Business Environment

The Central and Eastern European market is a well-established sunflower market in which Nuseed Europe Ltd delivered CAGR of 10% between 2014-2020. During fiscal year 2022 the war between Russia and Ukraine resulted in a 1-year over-supply of seed within Western and Central Europe, flattening market share and volume growth in the period. Despite the 2022 impacts, the strong relationships and R&D pipeline remain intact for continued success going forward. In addition, the Nuseed brand is established in the confection sunflower market and uses this as a basis to grow the sunflower oils market.

The key strategic risks are the performance of Nuseed hybrids compared to the competition. This is mitigated through the Nuseed Global R&D program to develop and deliver higher performing (yield, performance in varying agronomic conditions) hybrids with elite genetic traits.

All external sales are in Euros/US Dollars minimising any currency fluctuation risk from operating in non-EU27 countries. The Nufarm parent company provides hedging for EUR and USD transactions.

### Sustainability

Sustainability is central to Nuseed's business values. Our employees, shareholders and customers expect us to act responsibly in everything we do, including ensuring we operate sustainably and safely.

The company aligns to the Nufarm parent company initiatives that were implemented through its sustainability strategy, including Nufarm's health, safety and environment standard and procedures. The company also adheres to all relevant country legislation regarding Health & Safety at Work and Human Rights.

The company recognises climate change risks and that this can affect the profitability and viability of the business. Consequently, Nuseed is delivering on its BEYOND YIELD strategy by developing crops that look to positively impact global environmental issues and provide new economic opportunities for farming communities.

## Strategic Report *(continued)*

### Business Performance

In the year to 30 September 2022 the company recognised a pre-tax loss of £9,023,000 (2021: £18,498,000). In 2021, an impairment charge of £11,889,000 was recognised which primarily explains the reduction in loss in the current year.

The breakdown by key category of employees and gender at the financial period ended 30 September 2022 is shown below:

Category	Female	Male
Directors	1	4
Senior Managers	3	3
Employees	1	4

By order of the board

*Gary Barber*

**G Barber**  
*Director*

Dated: 6/29/2023

*C/O Wework,  
No 1 Spinningfields  
Quay Street  
Manchester  
M3 3JE*

## Directors' report

The directors present their report and the financial statements of the company for the year ended 30 September 2022.

### Business review

The year ended 30 September 2022 delivered sales of £7,082,000 (2021: £11,190,000), a 37% decrease from prior year. The year-on-year revenue decrease was driven by a major over supply of heavily discounted hybrid seed from competitors, due to the impacts of the Russia/Ukraine war.

A royalty is paid to Nuseed Global Innovation Limited ("NGI") annually equivalent to 14% of gross revenue.

Management continues to grow the Nuseed Europe seed region workforce to support future growth plans, expansion within the Sunflower category, and entry into bio-energy markets in Central and Western Europe.

### Results and dividends

The loss for the period after taxation amounted to £9,274,000 (2021: £21,039,000). The reduction in loss in the current year is principally explained by the prior year impairment (£11,889,000) and provision against tax losses (£2,498,000) being included in the 2021 losses. The directors do not recommend the payment of a dividend (2021: £nil).

### Directors

The directors who held office during the year were as follows:

Gary A Barber

Brent J Javra

Brent E Zacharias

### Political contributions

The Company made no political donations or incurred any political expenditure during the period (2021: none).

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible downsides including the wider ongoing economic uncertainty on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

In coming to this conclusion, the Directors have considered the following:

- The Company has a debt facility of £50m with NGI to 31 December 2026.
- Amounts owed under this facility are approximately £26m, providing available headroom of approximately £24m.

## Directors' report (continued)

- Base case forecasts indicate sufficient headroom through to the end of June 2024 ("the forecast period"). The severe but plausible downside scenario results in a reduction of headroom during the forecast period but this remains sufficient and does not change the conclusions reached.
- The debt facility is owed to NGI, a wider group company, and is not external to the group. There are no covenants attached to the debt facility.
- The wider group has not been significantly adversely impacted by the conflict in Eastern Europe and the current economic uncertainty and has significant financial resources for cash to be provided through the established intercompany debt facilities.

The financing of the Company currently relies on NGI having access to sufficient cash to be able to advance funds under the debt facility described above. The Directors have therefore considered the financial position of NGI and are satisfied NGI has access to sufficient funds, through NGI's own cash generation and access to a USD \$125m (equivalent to £104m) facility with Nufarm Treasury Pty Limited ("Nufarm"), of which there is available headroom of approximately £33m to fund the Company as required. The Directors also note that NGI's facility with Nufarm matures on 31 December 2026.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

*Gary Barber*

**G Barber**

Dated: 6/29/2023

*Director  
C/O Wework,  
No 1 Spinningfields  
Quay Street  
Manchester  
M3 3JE*

## **Statement of directors' responsibilities in respect of the annual report and the financial statements**

The directors are responsible for preparing the Directors' Report, Strategic 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



## Independent auditor's report to the members of Nuseed Europe Limited

### Opinion

We have audited the financial statements of Nuseed Europe Ltd ("the company") for the year ended 30 September 2022 which comprise the Profit and loss account, Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

### Fraud and breaches of laws and regulations – ability to detect

#### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors and local management as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Reading Board minutes;
- Considering remuneration incentive schemes and performance targets for management, directors and employees; and
- Using analytical procedures to identify any unusual or unexpected relationship





## **Independent auditor's report to the members of Nuseed Europe Limited**

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular, the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition as our consideration of fraud risk factors associated with incentives, pressures, attitudes and opportunities did not highlight that heightened fraud risk factors were present.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation of the design and implementation of some of the Company-wide fraud risk management controls.

We also performed procedures identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unexpected accounts combinations and entries posted by senior finance management.

### *Identifying and responding to risks of material misstatement related to compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the Directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery and employment law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.



## **Independent auditor's report to the members of Nuseed Europe Limited *(continued)***

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required to report to you 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.

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



**Independent auditor's report to the members of Nuseed Europe Limited** *(continued)*

A handwritten signature in black ink, appearing to read 'C. Bower-Sloane'.

**Christian Bower-Sloane (Senior Statutory Auditor)**

*for and on behalf of KPMG LLP, Statutory Auditor*

*Chartered Accountants*

1 St. Peter's Square, Manchester, M2 3AE

Dated: 6/29/2023

**Nuseed Europe Limited**  
*Annual report and financial statements*  
 30 September 2022

**Profit and loss account**  
*for year ended 30 September 2022*

	<i>Note</i>	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>
<b>Turnover</b>	2	7,082	11,190
Cost of sales		(9,762)	(12,969)
<b>Gross loss</b>		(2,680)	(1,779)
Administrative expenses		(6,130)	(15,204)
<b>Operating loss</b>	3	(8,810)	(16,983)
Interest receivable and similar income	6	3,112	373
Interest payable and similar charges	7	(3,325)	(1,888)
<b>Loss on ordinary activities before taxation</b>		(9,023)	(18,498)
Tax expense on loss on ordinary activities	8	(251)	(2,541)
<b>Loss for the financial year</b>		(9,274)	(21,039)

**Statement of comprehensive income**  
*for year ended 30 September 2022*

	<b>2022</b> <b>£000</b>	<b>2021</b> <b>£000</b>
<b>Loss for the year</b>	(9,274)	(21,039)
<b>Other comprehensive income</b>	-	-
Income tax on other comprehensive income	-	-
<b>Other comprehensive income for the year, net of income tax</b>	-	-
<b>Total comprehensive income for the year</b>	(9,274)	(21,039)

The notes on pages 13 to 27 form an integral part of the financial statements.

**Balance sheet**  
*at 30 September 2022*

	<i>Note</i>	<b>2022</b>	<b>2021</b>
		<b>£000</b>	<b>£000</b>
<b>Fixed assets</b>			
Investments	9	-	-
Intangible assets	10	1,368	1,699
Tangible assets	11	27	24
		<hr/>	<hr/>
		1,395	1,723
<b>Current assets</b>			
Stocks	12	497	2,976
Debtors	13	10,189	13,014
Cash at bank and in hand		472	308
		<hr/>	<hr/>
		11,158	16,298
<b>Creditors: amounts falling due within one year</b>	14	<b>(3,144)</b>	<b>(1,679)</b>
		<hr/>	<hr/>
<b>Net current assets</b>		<b>8,014</b>	<b>14,619</b>
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		<b>9,409</b>	<b>16,342</b>
<b>Creditors: amounts falling due after more than one year</b>	15	<b>(29,658)</b>	<b>(27,317)</b>
		<hr/>	<hr/>
<b>Net liabilities</b>		<b>(20,249)</b>	<b>(10,975)</b>
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	16	28,000	28,000
Profit and loss account		(48,249)	(38,975)
		<hr/>	<hr/>
<b>Shareholders' deficit</b>		<b>(20,249)</b>	<b>(10,975)</b>
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 29<sup>th</sup> June 2023 and were signed on its behalf by:

*Gary Barber*

6/29/2023

**G Barber**  
*Director*

Company registered number: 08635995

The notes on pages 13 to 27 form an integral part of the financial statements.

## Statement of changes in equity

	Called-Up Share Capital £000	Profit & Loss Account £000	Total Equity £000
Balance at 1 October 2020	28,000	(17,936)	10,064
<b>Total comprehensive income for the year</b>			
Loss for the year	-	(21,039)	(21,039)
Other comprehensive income	-	-	-
<b>Balance at 30 September 2021</b>	<b>28,000</b>	<b>(38,975)</b>	<b>(10,975)</b>

	Called-Up Share Capital £000	Profit & Loss Account £000	Total Equity £000
Balance at 1 October 2021	28,000	(38,975)	(10,975)
<b>Total comprehensive income for the year</b>			
Loss for the year	-	(9,274)	(9,274)
Other comprehensive income	-	-	-
<b>Balance at 30 September 2022</b>	<b>28,000</b>	<b>(48,249)</b>	<b>(20,249)</b>

The notes on pages 13 to 27 form an integral part of the financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

Nuseed Europe Limited (the “Company”) is a private company limited by shares and incorporated and domiciled in the UK. The registered number is 08635995 and the registered address is C/O Wework, No1 Spinningfields, Quay Street, Manchester, M3 3JE.

The company is exempt, by virtue of s401 of the Companies Act 2006, from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company’s ultimate parent undertaking, Nufarm Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Nufarm Limited are available to the public and may be obtained from [www.nufarm.com](http://www.nufarm.com) or Nufarm Limited, 103-105 Pipe Road, Laverton North, Victoria 3026, Australia. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Financial Instruments;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### 1.1. Measurement convention

The financial statements are prepared on the historical cost basis.

#### 1.2. Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible downsides including the wider ongoing economic uncertainty on the operations and its financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

In coming to this conclusion, the Directors have considered the following:

- The Company has available a debt facility of £50m with NGI to 31 December 2026.
- Amounts owed under this facility are £26m at the balance sheet date, providing available headroom of £24m.
- Base case forecasts indicate sufficient headroom through to the end of June 2024 (“the forecast period”). The severe but plausible downside scenario results in a reduction of headroom during the forecast period but this remains sufficient and does not change the conclusions reached.

## **Notes (continued)**

### **1 Accounting policies (continued)**

#### **1.2 Going concern (continued)**

- The debt facility is owed to NGI, a wider group company, and is not external to the group. There are no covenants attached to the debt facility.
- The wider group has not been significantly adversely impacted by the conflict in Eastern Europe and has significant financial resources to provide support through the established intercompany debt facilities.

The financing of the Company currently relies on NGI having access to sufficient cash to be able to advance funds under the debt facility described above. The Directors have therefore considered the financial position of NGI and are satisfied NGI has access to sufficient funds, through NGI's own cash generation and access to a USD \$125m (equivalent to £104m) facility with Nufarm Treasury Pty Limited ("Nufarm"), of which there is available headroom of approximately £33m at the date of signing the balance sheet to fund the Company as required. In addition, the Directors note that NGI's facility with Nufarm matures on 31 December 2026.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

#### **1.3 Foreign currency**

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.



## Notes (continued)

### 1 Accounting policies (continued)

#### 1.4 Classification of financial instruments issued by the Company (continued)

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### 1.5 Basic financial instruments

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

#### 1.6 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition, a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.14 below.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

## **Notes** *(continued)*

### **1 Accounting policies** *(continued)*

#### **1.6. Tangible fixed assets** *(continued)*

- computers 5 years
- fixtures and fittings 5 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

#### **1.7. Intangible assets**

##### *Research and development*

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred. Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

##### *Other intangible assets*

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense as incurred.

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

##### *Amortisation*

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Currently, customer development seeds, agronomy and demo costs are all subject to a 2-year capitalisation period as part of product data collection programmes. After the two-year period, the assets are considered available for use. Intangible assets are amortised from the date they are available for use.

The estimated useful lives are as follows

- Product development 2 years

The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

#### **1.9. Stocks**

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

## **Notes** *(continued)*

### **1**      **Accounting policies** *(continued)*

#### **1.10.    Impairment excluding stocks and deferred tax assets**

##### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### *Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

#### **1.11.    Employee benefits**

##### *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

#### **1.12.    Provisions**

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

#### **1.13.    Turnover**

Turnover is recognised when the stock items are dispatched and the risks and rewards are transferred to the customer. Turnover is recognised net of discounts, rebates, royalties and VAT.

Rights to receive royalties from customers are determined based on the performance and yield of the crop sold.

## **Notes (continued)**

### **1 Accounting policies (continued)**

#### **1.14. Expenses**

##### *Operating lease*

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### **1.15. Taxation**

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### **1.16. Significant Estimates and Judgements**

The preparation of financial statements requires the Directors to make estimates and judgements that affect the amounts reported for assets and liabilities in the balance sheet and the amounts reported for income and expenses during the year. The nature of these means that actual outcomes could differ from those judgements or estimates. The key sources of uncertainty in these financial statements are as follows:

## **Notes** *(continued)*

### **1** **Accounting policies** *(continued)*

#### **1.16. Significant Estimates and Judgements** *(continued)*

- **Recoverability of trade receivables:** Many of the company's customers operate in seasonal cycles, and as such, timing of recovery of balances is often linked to the timing of the customers' ability to on-sell the company's products. As a result, at the time of signing these financial statements there remain balances of approximately £0.4m that have not yet been recovered. The directors have therefore had to form a judgement on the likely ability of the customer to settle these balances and estimate the level of provision required for potential non-recovery. As a result, the directors have included a provision of £0.3m against these balances. Due to the inherent uncertainty in this matter, the actual level of recovery could be materially higher or lower than the amount actually provided.

## Notes (continued)

### 2 Turnover

Turnover by geographical market	2022 £000	2021 £000
Europe	2,186	3,341
Rest of the world	4,896	7,849
Total Turnover	<u>7,082</u>	<u>11,190</u>

### 3 Expenses and auditor's remuneration

Included in operating loss are the following:	2022 £000	2021 £000
Depreciation of owned fixed assets	3	12
Amortisation of intangible assets	769	613
Impairment of intangible asset	-	275
Impairment of investment	-	11,889
Operating leases - buildings	75	75
Auditors's remuneration – audit of these financial statements	98	68

### 4 Staff numbers and costs

The average number of persons employed by the Company during the year, analysed by category, was as follows	Number of employees	
	2022	2021
Managerial and support	16	15
The aggregate payroll costs of these persons were as follows:		
	2022 £000	2021 £000
Wages and salaries	1,237	1,293
Social security costs	126	131
Contributions to defined contribution plans	44	46
Total staff cost	<u>1,407</u>	<u>1,470</u>

### 5 Directors' emoluments

The directors received no emoluments for their services to the company during the year (2021: £nil). This is on the basis that the directors' emoluments have been borne by another group company, the services provided by the directors of the company are insignificant and an amount in respect of those services provided by the directors cannot realistically be attributed.

## Notes (continued)

### 6 Interest receivable and similar income

	2022 £000	2021 £000
Group recharges in respect to management treasury	3,109	-
Net foreign exchange gain	-	354
Interest receivable from customer late payments	3	19
	<u>          </u>	<u>          </u>
Total interest receivable and similar income	<u>3,112</u>	<u>373</u>

### 7 Interest payable and similar charges

	2022 £000	2021 £000
Interest payable on intercompany borrowings	1,038	621
Net foreign exchange loss	2,283	395
Group recharges in respect of group treasury	-	872
Other expenses	4	-
	<u>          </u>	<u>          </u>
Total interest payable and similar charges	<u>3,325</u>	<u>1,888</u>

### 8 Taxation

Total tax (credit)/expense recognised in the profit and loss account, other comprehensive income and equity

	2022 £000	2021 £000
<i>Current tax</i>		
Current tax on income for the year	-	-
Adjustment in respect of prior years	216	2,498
Foreign tax suffered	35	43
	<u>          </u>	<u>          </u>
Total current tax expense/(credit)	251	2,541
<i>Deferred tax:</i>		
Deferred tax for the year	-	-
	<u>          </u>	<u>          </u>
Total tax expense/(credit)	<u>251</u>	<u>2,541</u>

## Notes (continued)

### 8 Taxation

Reconciliation of effective tax rate	2022 £000	2021 £000
Loss after tax	(9,274)	(21,039)
Total tax expense/(credit)	(251)	(2,541)
Loss before taxation	(9,023)	(18,498)
Tax using the UK corporation tax rate of 19% of the loss before tax (2021: 19%)	(1,715)	(3,515)
Expenses not deductible	1	2,259
Effects of overseas tax rates	29	35
Deferred tax not recognised	1,720	1,264
Adjustment in respect of prior years	216	2,498
Effects of group relief/ other reliefs	-	-
Total tax expense/(credit) included in profit or loss	251	2,541

The Directors have determined that, due to uncertainty at the year-end in respect of the future ability of the Company to utilise tax losses previously generated in a reasonable timeframe, it was appropriate not to recognise any deferred tax asset for those tax losses. In the prior year, for the same reasons, a £2.5m adjustment in respect of prior years was recognised.



## Notes (continued)

### 9 Investments

	2022 £000	2021 £000
Cost and carrying value	-	-
	<u>          </u>	<u>          </u>

In 2021, the company recognised a full impairment of £11.9m and the Directors have determined that a reversal of this impairment, in full or in part, is not appropriate in the 2022 financial year.

The company directly owns the ordinary share capital of the following companies:

Entity	Registered office	Country of incorporation	Activity	% shareholding	
				2022	2021
Nuseed Ukraine LLC	4 M. Hrichenka Kiev 03680 Ukraine	Ukraine	Sale and distribution of industrial supplies	99	99
Nuseed Russia LLC	Piterskaya str, 18, office 20, Krasnodar, Russia   350005	Russia	Sale and distribution of industrial supplies	99	99
Nuseed Serbia Doo	Atar 102 Kac, Serbia, 21241	Serbia	Scientific research and development in natural and technical-technology sciences	100	100

**Notes** (continued)

**10 Intangible assets**

	<b>Product Development</b>	<b>Product Development - WIP</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>Cost</b>			
Balance at 1 October 2021	3,354	1,882	5,236
Additions	-	438	438
Transfer	1,622	(1,622)	-
Disposals	-	-	-
Balance at 30 September 2022	<u>4,976</u>	<u>698</u>	<u>5,674</u>
<b>Amortisation and impairment</b>			
Balance at 1 October 2021	3,262	275	3,537
Amortisation for the period	769	-	769
Impairment for the period	-	-	-
Balance at 30 September 2022	<u>4,031</u>	<u>275</u>	<u>4,306</u>
<b>Net book value</b>			
<b>At 30 September 2022</b>	<u>945</u>	<u>423</u>	<u>1,368</u>
At 30 September 2021	92	1,607	1,699

## Notes (continued)

### 11 Tangible fixed assets

	Fixtures and fittings £000	Computer hardware £000	Total £000
<b>Cost</b>			
Balance at start of year	7	122	129
Additions	-	6	6
Balance at 30 September 2022	7	128	135
<b>Depreciation and impairment</b>			
Balance at the start of year	3	102	105
Depreciation charge for the period	-	3	3
Balance at 30 September 2022	3	105	108
<b>Net book value</b>			
At 30 September 2022	4	23	27
At 30 September 2021	4	20	24

### 12 Stocks

	2022 £000	2021 £000
Finished goods	3,139	3,270
Raw materials and packaging	21	64
Less:		
Provision for obsolescence and valuation adjustments to stock	(2,663)	(358)
Total stock	497	2,976

As a result of the war in Ukraine, stock that was registered for sale in Russia and Ukraine has been fully provided for. This has been recorded as an expense in the profit and loss account.

## Notes (continued)

### 13 Debtors

	2022	2021
	£000	£000
Trade debtors	1,282	1,992
Amounts owed by group undertakings	4,970	5,973
Production prepayments	3,749	4,654
Prepayments and accrued income	125	351
VAT receivable	63	43
	<hr/>	<hr/>
Total debtors	10,189	13,014
	<hr/>	<hr/>

Production prepayments are incurred early in the production lifecycle and represent amounts paid to third party suppliers to produce the hybrid seed (which once produced are classified as stock - finished goods). Production prepayments include, but not limited to, the parent seed stock costs.

Amounts owed by group undertakings are interest free and repayable on demand as they relate to trading rather than financing transactions. In respect of these amounts owed by group undertakings, the amounts owed by Nuseed Russia and Nuseed Ukraine were settled in full subsequent to the year-end.

### 14 Creditors: amounts falling due within one year

	2022	2021
	£000	£000
Trade creditors	243	90
Amounts owed to group undertakings	1,658	475
Other creditors	-	-
Accrued expenses	1,027	1,111
Corporation tax	216	3
	<hr/>	<hr/>
Current liabilities due within one year	3,144	1,679
	<hr/>	<hr/>

Amounts owed to group undertakings are interest free and repayable on demand as they relate to trading rather than financing transactions.

## Notes (continued)

### 15 Creditors: amounts falling due after more than one year

	2022 £000	2021 £000
Loans owed to group undertakings	29,658	27,317

Loans owed to group undertakings consisted of £29.7m (2021: £27.3m) owed to Nuseed Global Innovation Limited. The maturity date of this £50m facility is 31 December 2026.

The aggregate outstanding principal amount accrues interest at the Interest Rate. The Interest Rate is a variable rate calculated as: (a) Base Rate (which is set with reference to external benchmarks); plus (b) The Margin (which is the weighted average cost of funds plus two basis points).

### 16 Share capital

	2022 £000	2021 £000
Allotted, called up and fully paid		
28,000,100 ordinary shares of £1 each (2021: 28,000,100 shares of £1 each)	28,000	28,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

### 17 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2022 £000	2021 £000
Less than one year	75	75
Total operating lease rentals	75	75

### 18 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Nuseed Europe Holdings Company Limited. The ultimate controlling party is Nufarm Limited, a company incorporated in the state of Victoria, Australia. This is also the controlling party which is the parent undertaking of the smallest and largest group to consolidate the results of Nuseed Europe Limited. Copies of the consolidated financial statements can be obtained from the Company Secretary at the registered address of Nufarm Limited, 103-105 Pipe Road, Laverton North, Victoria 3026, Australia or from the website [nufarm.com](http://nufarm.com).

### 19 Subsequent events

There were no adjusting or non-adjusting events required to be reported in these financial statements.