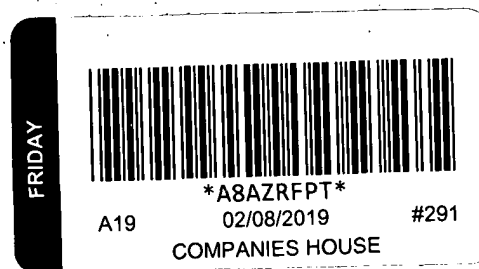


GrainCorp (Black Sea) Holdings UK Limited

Registered number: 11287381

Annual report and financial statements

For the period ended 30 September 2018



GrainCorp (Black Sea) Holdings UK Limited
Annual report and financial statements
For the period ended 30 September 2018

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GrainCorp (Black Sea) Holdings UK Limited

Officers and professional advisors

Directors

K. Pamminger

M.G. Kennedy

A. G. Bell

Registered office

Station Maltings

Witham

Essex

CM8 2DU

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Senior Statutory Auditors

141 Bothwell Street

Glasgow

G2 7EQ

GrainCorp (Black Sea) Holdings UK Limited

Strategic report For the period ended 30 September 2018

The directors present their strategic report of the company for the period from incorporation on 3 April 2018 to 30 September 2018.

Business review

The company was incorporated on 3 April 2018 and issued 1 ordinary share of £1 at par.

The company acts as an intermediary holding company for investments in the Ukrainian grain trading sector. The company holds its investments for the medium to long term.

On the 26 September 2018 the company issued 5,000 US\$ denominated ordinary shares at a par value of US\$1.00 each raising £3,770.

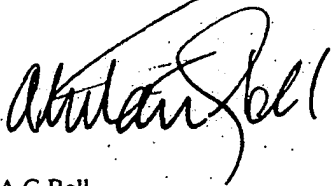
During the period the company subscribed for US denominated shares in GrainCorp Ukraine LLC, a company incorporated in Ukraine for US\$5,000 which translated to £3,770.

The results of the company are reflected in the Statement of comprehensive income and Statement of financial position on page 8. The company did not trade in the period.

Financial risk management

The company is exposed to investment risk on its interest in subsidiaries. The directors' approach to managing these risks is outlined in the Directors' Report on page 3.

Approved by the board of directors and signed on their behalf by



**A G Bell
Director**

26 June 2019

GrainCorp (Black Sea) Holdings UK Limited

Directors' report For the period ended 30 September 2018

The directors present their report and the audited financial statements of the company for the period from incorporation to the period ended 30 September 2018.

Principal business activities

The company was incorporated on 3 April 2018 and issued 1 ordinary share of £1 at par. On the 26 September 2018 the company issued 5,000 US\$ denominated ordinary shares at a par value of US\$1.00 each raising £3,770.

The company acts as an intermediary holding company for investments in the Ukrainian grain trading sector. During the period the company subscribed for US denominated shares in GrainCorp Ukraine LLC, a company incorporated in Ukraine for US\$5,000 which translated to £3,770.

The financial position of the company as at 30 September 2018 is shown in the Statement of financial position on page 8.

Business review, results and dividends

The results of the company are reflected in the Statement of comprehensive income and the Statement of financial position. The company did not trade in the period from incorporation. The directors do not recommend the payment of a dividend.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company GrainCorp Limited. The company is part of the Common Terms Deed which allows the company to draw down funds to meet its requirements.

Directors

The directors of the company who were in office during the period and up to the date of signing the financial statements were:

A.G Bell (appointed 3 April 2018)
A J Lührman (appointed 3 April 2018, resigned 21 November 2018)
M G Kennedy (appointed 5 December 2018)
K Pamminer (appointed 3 April 2018)
C Weston (appointed 3 April 2018, resigned 3 April 2018)

Future developments

The directors do not foresee the future developments of the company changing from its current activity of being an intermediary holding company.

Financial risk management

The company is exposed to investment recovery risk on its interest in subsidiary companies or partnerships, the directors manage this through annual investment carrying value reviews.

Statement of information given to auditors

The directors at the date of approval of this report confirm that:

- (1) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- (2) the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

GrainCorp (Black Sea) Holdings UK Limited

Directors' report (continued) For the period ended 30 September 2018

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

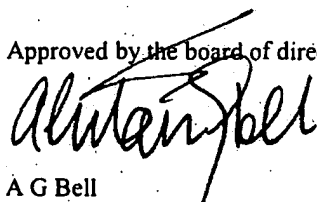
The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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.

Independent auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the annual general meeting.

Approved by the board of directors and signed on their behalf by:



**A G Bell
Director**

26 June 2019

GrainCorp (Black Sea) Holdings UK Limited

Independent auditors' report to the members of GrainCorp (Black Sea) Holdings UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, GrainCorp (Black Sea) Holdings UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2018 and of its result for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 30 September 2018; the statement of comprehensive income and the statement of changes in equity for the period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

GrainCorp (Black Sea) Holdings UK Limited

Independent auditors' report to the members of GrainCorp (Black Sea) Holdings UK Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 30 September 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

GrainCorp (Black Sea) Holdings UK Limited

Independent auditors' report to the members of GrainCorp (Black Sea) Holdings UK Limited (continued)

Auditors' 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 auditors' 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. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Kenneth Wilson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Glasgow

26 June 2019

GrainCorp (Black Sea) Holdings UK Limited

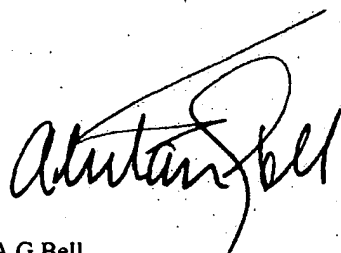
Statement of Comprehensive Income For the period ended 30 September 2018

The company did not trade during the period and there were no recognised gains or losses in the period.

Statement of Financial Position As at 30 September 2018

	Notes	2018 £'000
Fixed assets		
Investments	4	4
Current assets		
Trade and other receivables	5	-
Net current assets		-
Total assets less current liabilities		4
Net assets		4
Capital and reserves		
Called up share capital	6	4
Accumulated profits		-
Total shareholders' funds		4

The financial statements, on pages 8 - 14, of GrainCorp (Black Sea) Holdings Limited, registered number 11287381, were approved by the board of directors and authorised for issue on 26 June 2019. These are signed on their behalf by



A G Bell
Director

GrainCorp (Black Sea) Holdings UK Limited

Statement of Changes in Equity For the period ended 30 September 2018

	Called up share capital	Retained earnings	Total shareholders' funds
	£'000	£'000	£'000
Issue of shares on incorporation	-	-	-
Shares issued in the period	4	-	4
Result for the financial period	-	-	-
Total comprehensive expense for the period	-	-	-
Balance as at 30 September 2018	4	-	4

GrainCorp (Black Sea) Holdings UK Limited

Notes to the financial statements

Period ended 30 September 2018

1 Accounting policies

General information

The company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is Station Maltings, Witham, Essex, CM8 2DU.

The company acts as an intermediary holding company for investments in the Ukrainian grain trading sector.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101), the Financial Reporting Standard applicable in the United Kingdom and the Companies Act 2006 as applicable to companies using FRS 101.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies below.

The following principal accounting policies have been applied consistently:

FRS 101 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

- IFRS 7, 'Financial instruments: Disclosures'.
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- Paragraph 38 of IAS 1, 'Presentation of financial statements' – comparative information requirements in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16, 'Property, plant and equipment'; and
 - paragraph 118(e) of IAS 38, 'Intangible assets' (reconciliations between the carrying amount at the beginning and end of the period).
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows); 16 (statement of compliance with all IFRS); 38A (requirement for minimum of two primary statements, including cash flow statements); 38B–D (additional comparative information); 111 (cash flow statement information); and 134–136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).
- The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group.

Exemption from consolidated financial statements

The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 401 of the Companies Act 2006 as it is a wholly owned subsidiary of GrainCorp Limited, which prepares consolidated financial statements. Accordingly, group financial statements have not been prepared and information in these financial statements is presented for the individual company rather than for the group.

GrainCorp (Black Sea) Holdings UK Limited

Notes to the financial statements (continued)

Period ended 30 September 2018

1 Accounting policies (continued)

Going concern basis

After making enquiries and having considered the company's funding requirements, the directors have a reasonable expectation that the company has access to adequate financial resources from GrainCorp Limited to enable it to continue in operational existence for the foreseeable future. This access to financial resources is in the form of the company being party to the Common Terms Deed which allows the company to draw down funds to meet its requirements. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Related party transactions

The Company discloses transactions with related parties which are not wholly owned within the same Group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the Company financial statements.

Investments held as fixed assets

A subsidiary is an entity over which the company is in a position to exercise control over the financial and operating policies so as to obtain benefits from their activities. Investments in subsidiaries are recognised at cost less provision for impairment.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates ruling at that date, or if appropriate, at the forward contract rate. These translation differences are dealt with in the profit and loss account.

Taxation

UK corporation 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.

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 company'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.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

GrainCorp (Black Sea) Holdings UK Limited
Notes to the financial statements (continued)
Period ended 30 September 2018

1 Accounting policies (continued)

Critical accounting judgements and estimated uncertainty

(a) Critical judgements in applying the company's accounting policies

For the company this relates to the recoverability of its investments. Any adjustments required are based on an annual review of the carrying value of the investments.

(b) Key accounting estimates and assumptions

There are no key accounting estimates and assumptions in applying the company's accounting policies.

2 Directors and employees

The directors' emoluments are paid by fellow GrainCorp Group subsidiaries, which make no recharge to the company. It is not possible to make an accurate apportionment of the emoluments in respect of each of the subsidiaries, as the directors serve as directors for multiple group companies.

The company did not have any employees during the period.

3 Operating loss

The auditors' remuneration was £5,000 and has been borne by a fellow GrainCorp Limited group undertaking.

GrainCorp (Black Sea) Holdings UK Limited
Notes to the financial statements (continued)
Period ended 30 September 2018

4 Investments

	Shares in subsidiary undertakings £'000
On incorporation	-
Investments in the period	4
At 30 September 2018	4

The company's subsidiary undertakings are as follows:

Name of subsidiary	Country of registration and operation	Principal activity	Percentage holding
GrainCorp Ukraine LLC	Ukraine	Grain trading	1%

The directors believe that the carrying value of the investments is supported by their underlying net assets.

During the period the company subscribed for US denominated shares in GrainCorp Ukraine LLC, a company incorporated in Ukraine for \$5,000 which translated to £3,770.

GrainCorp Ukraine LLC is registered at 8 Sikorskogo Street, Ukraine, Kyiv 04112.

5 Trade and other receivables

	2018 £'000
Amounts owed by group undertakings	-

The amounts owed by group undertakings, £1, are interest free and repayable on demand.

GrainCorp (Black Sea) Holdings UK Limited
Notes to the financial statements (continued)
Period ended 30 September 2018

6 Called up share capital

	2018	2018
	No	£'000
Allotted, called up and fully paid		
Ordinary shares of £1.00 each	1	-
Ordinary shares of USD\$1.00 each	5,000	4
	5,001	4

On the 26 September 2018 the company issued 5,000 US\$ denominated ordinary shares at a par value of \$1.00 each raising £3,770.

The shares rank equally for voting purposes, dividend rights and in the event of a distribution made on winding up of the company.

7 Immediate and parent undertakings

The immediate parent company is GrainCorp Operations Limited, a company incorporated in Australia. The ultimate parent undertaking and controlling party is GrainCorp Limited, a company incorporated in Australia. Copies of the financial statements of GrainCorp Operations Limited can be obtained from Level 28, 175 Liverpool Street, Sydney, NSW, Australia.

The smallest and largest group in which the results of the company are consolidated is that headed by GrainCorp Limited, a company listed on the Australian Securities Exchange, as at 30 September 2018. The consolidated financial statements of GrainCorp Limited can be obtained from Level 28, 175 Liverpool Street, Sydney, NSW, Australia or from www.graincorp.com.au.

8 Related party transactions

The Company is exempt under the terms of Financial Reporting Standard 101 (FRS 101), from disclosing related party transactions with other group companies, on the grounds that 100% of the voting rights in the company are controlled within the group and the company is included in consolidated financial statements prepared by the Group.