

GRAIN CONNECT MIDCO LIMITED

FINANCIAL STATEMENTS

31 MARCH 2022



ArmstrongWatson[®]
Accountants, Business & Financial Advisers

GRAIN CONNECT MIDCO LIMITED

COMPANY INFORMATION

Directors

Mr Sean Williams (appointed 7 March 2022)
Mr Peregrine Lloyd (appointed 7 March 2022)
Mr Roland Barzegar (appointed 7 March 2022)
Mr Richard Cameron (appointed 10 September 2021)
Mr Adam Chirkowski (appointed 7 March 2022)
Ms Rebecca Collins (appointed 7 March 2022)
Mr David Gudgin (appointed 7 March 2022)
Mr Peter O'Flaherty (appointed 7 March 2022)

Registered number

13613509

Registered office

Clifford House Cooper Way
Parkhouse
Carlisle
United Kingdom
CA3 0JG

Independent auditors

Armstrong Watson Audit Limited
Chartered Accountants & Statutory Auditors
Fairview House
Victoria Place
Carlisle
Cumbria
CA1 1HP

GRAIN CONNECT MIDCO LIMITED

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GRAIN CONNECT MIDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 MARCH 2022

Introduction

The company was incorporated on 10 September 2021, and has not traded since that date.

Business review

On 3 March 2022, the company became the parent of Grain Connect Limited, having issued 1,780,338 of share capital in return for 100% of the share capital of Grain Connect Limited.

The company itself does not trade, and these accounts have been drawn up for only the entity and not the group.

Principal risks and uncertainties

Because the company does not trade, the directors are of the opinion that there are no principal risks and uncertainties applicable.

Financial key performance indicators

Because the company does not trade, the directors are of the opinion that there are no financial key performance indicators applicable.

This report was approved by the board and signed on its behalf.

Roland Barzegar

Roland Barzegar (Nov 17, 2022 09:05 GMT)

Mr Roland Barzegar
Director

Date: 17/11/2022

GRAIN CONNECT MIDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2022

The directors present their report and the financial statements for the period ended 31 March 2022.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements and then apply them consistently;
- make judgments 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 to 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.

Results and dividends

The profit for the period, after taxation, amounted to £NIL.

Directors

The directors who served during the period were:

Mr Sean Williams (appointed 7 March 2022)
Mr Peregrine Lloyd (appointed 7 March 2022)
Mr Roland Barzegar (appointed 7 March 2022)
Mr Richard Cameron (appointed 10 September 2021)
Mr Adam Chirkowski (appointed 7 March 2022)
Ms Rebecca Collins (appointed 7 March 2022)
Mr David Gudgin (appointed 7 March 2022)
Mr Peter O'Flaherty (appointed 7 March 2022)

Future developments

There are no significant future developments.

GRAIN CONNECT MIDCO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 MARCH 2022**

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditors, Armstrong Watson Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

Roland Barzegar
Roland Barzegar (Nov 17, 2022 09:05 GMT)

Mr Roland Barzegar
Director

Date: 17/11/2022

GRAIN CONNECT MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GRAIN CONNECT MIDCO LIMITED

Opinion

We have audited the financial statements of Grain Connect Midco Limited (the 'Company') for the period ended 31 March 2022, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its result for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' 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.

GRAIN CONNECT MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GRAIN CONNECT MIDCO LIMITED (CONTINUED)

Opinion 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 Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us 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.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 2, 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.

GRAIN CONNECT MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GRAIN CONNECT MIDCO 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the Company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures as a risk assessment tool to identify any unusual or unexpected relationships; and
- tested journal entries to identify unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation; and
- enquiring of management as to actual and potential litigation and claims.


A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

GRAIN CONNECT MIDCO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GRAIN CONNECT MIDCO LIMITED (CONTINUED)

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 Auditors' 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.


Joanna Gray (Nov 17, 2022 09:14 GMT)

Joanna Gray (Senior statutory auditor)
for and on behalf of
Armstrong Watson Audit Limited
Chartered Accountants & Statutory Auditors
Carlisle
Date: 17/11/2022

GRAIN CONNECT MIDCO LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 MARCH 2022**

There was no comprehensive income or expenditure in the period.

GRAIN CONNECT MIDCO LIMITED
REGISTERED NUMBER: 13613509

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2022

	Note	2022 £
Fixed assets		
Investments	5	1,780
		<hr/> 1,780
Total assets less current liabilities		<hr/> 1,780
Net assets		<hr/> <hr/> 1,780
Capital and reserves		
Called up share capital		1,780
		<hr/> <hr/> 1,780

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Roland Barzegar

Roland Barzegar (Nov 17, 2022 09:05 GMT)

Mr Roland Barzegar
Director

Date: 17/11/2022

The notes on pages 11 to 12 form part of these financial statements.

GRAIN CONNECT MIDCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 MARCH 2022**

	Called up share capital £	Total equity £
Other comprehensive income for the period	-	-
Total comprehensive income for the period	-	-
Shares issued during the period	1,780	1,780
Total transactions with owners	1,780	1,780
At 31 March 2022	1,780	1,780

The notes on pages 11 to 12 form part of these financial statements.

GRAIN CONNECT MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2022

1. General information

Grain Connect Midco Limited is a private company, limited by shares, incorporated in England & Wales, registered number 10285348. The registered office is Clifford House Cooper Way, Parkhouse, Carlisle, CA3 0JG.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements have been prepared for a period less than one year to align the period end with the parent company's period end.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

3. Auditors' remuneration

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration.

5. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
Additions	1,780
At 31 March 2022	<u>1,780</u>

GRAIN CONNECT MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2022

5. Fixed asset investments (continued)

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Class of shares	Holding
Grain Connect Limited	Ordinary	100%

Grain Communications Limited and Grain Online Management Limited are indirect subsidiaries of the company, with 100% of their share capital being held by Grain Connect Limited.

6. Share capital

	2022 £
Allotted, called up and fully paid	
1,780,339 Ordinary shares shares of £0.001 each	1,780

1 ordinary share was allotted upon incorporation on 10th September 2021. The consideration was the nominal value.

1,780,338 shares were allotted on 7th March 2022. The consideration was a share for share exchange in relation to shares in Grain Connect Limited.

7. Controlling party

The parent company of the entity is Grain Connect Topco Limited. There is no ultimate controlling party. Grain Connect Midco Limited is exempt from producing consolidated accounts as the results of the company are included in the consolidated accounts prepared and delivered by its parent company.