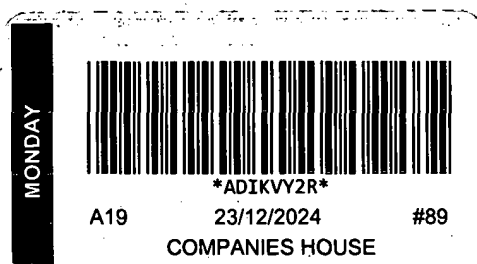

YAGRO LIMITED

FINANCIAL STATEMENTS
INFORMATION FOR FILING WITH THE REGISTRAR
FOR THE YEAR ENDED 31 DECEMBER 2023



YAGRO LIMITED
REGISTERED NUMBER: 09752813

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Notes	2023 £	2022 £
FIXED ASSETS			
Intangible assets	5	1,805,525	1,125,320
Tangible assets	6	400,547	45,279
		<u>2,206,072</u>	<u>1,170,599</u>
CURRENT ASSETS			
Debtors	7	522,695	272,421
Cash at bank and in hand		344,759	103,566
		<u>867,454</u>	<u>375,987</u>
Creditors: amounts falling due within one year	8	(6,044,129)	(2,205,361)
NET CURRENT LIABILITIES		<u>(5,176,675)</u>	<u>(1,829,374)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(2,970,603)</u>	<u>(658,775)</u>
Creditors: amounts falling due after more than one year	9	(48,160)	(113,153)
PROVISIONS FOR LIABILITIES			
Other provision	10	(37,630)	-
		<u>(37,630)</u>	<u>-</u>
NET LIABILITIES		<u>(3,056,393)</u>	<u>(771,928)</u>
CAPITAL AND RESERVES			
Called up share capital	11	263	263
Share premium account	12	842,679	842,679
Profit and loss account	12	(3,899,335)	(1,614,870)
DEFICIT IN SHAREHOLDERS' FUNDS		<u>(3,056,393)</u>	<u>(771,928)</u>

YAGRO LIMITED
REGISTERED NUMBER: 09752813

BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2023

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

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

Diana Overton

D C Overton
Director

Date: 17 December 2024

The notes on pages 3 to 13 form part of these financial statements.

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

1. GENERAL INFORMATION

Yagro Limited (the 'Company') is a private company limited by shares and incorporated in England and Wales. Its registered office and principal place of business is Platinum Building, Cowley Road, St John's Innovation Park, Cambridge, CB4 0DS.

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 FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' and the requirements of the Companies Act 2006. The disclosure requirements of Section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The following principal accounting policies have been applied:

2.2 GOING CONCERN

The Directors have prepared the financial statements on a going concern basis which assumes that the Company will be able to continue in operational existence for the foreseeable future, being a period of not less than 12 months from the date of approval of the financial statements.

The ultimate parent undertaking, Frontier Agriculture Limited, has provided written confirmation that it will provide sufficient financial resources to the Company so that it can continue to trade and meet its liabilities as they fall due for a period of not less than 12 months from the date of approval of the financial statements.

On the basis of the Directors' assessment of the Company's position and the enquires made of the Directors of Frontier Agriculture Limited, the Company's Directors have a reasonable expectation that the Company will continue in existence and meet its liabilities as they fall due for the foreseeable future. Accordingly, the Company continues to adopt the going concern basis in preparing these financial statements.

2.3 REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Analytics and Enterprise revenue - this is recognised once data has been processed and uploaded to the Yagro Analytics database.

Marketplace revenue - this is recognised once a customer places an order via the online platform.

2.4 OPERATING LEASES

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES (CONTINUED)

2.5 RESEARCH AND DEVELOPMENT

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

In the event that an internally generated intangible asset arises from the Company's development activities, an intangible asset will be recognised if the Company can demonstrate the following (as outlined in FRS 102 Section 18):

- a) The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- b) Its intention to complete the intangible asset and use or sell it.
- c) Its ability to use or sell the intangible asset.
- d) How the intangible asset will generate probable future economic benefits.
- e) The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- f) Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

2.6 GOVERNMENT GRANTS

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on intangible fixed assets are credited to profit or loss at the same rate as the amortisation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of Comprehensive Income in the same period as the related expenditure.

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES (CONTINUED)

2.7 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentational currency is Sterling.

Transactions and balances

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

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in Other Comprehensive Income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within either 'Interest Receivable' or 'Interest Payable'. All other foreign exchange gains and losses are presented in profit or loss within 'Administrative Expenses'.

2.8 FINANCE COSTS

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 DEFINED CONTRIBUTION PENSION SCHEME

The Company operates a defined contribution pension scheme for its employees. A defined contribution pension scheme is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in Other Creditors as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES (CONTINUED)

2.10 TAXATION

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as Other Comprehensive Income or to an item recognised directly in equity is also recognised in Other Comprehensive Income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.11 INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Development expenditure	-	5	years
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YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES (CONTINUED)

2.12 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Fixtures and fittings	- 10 years
Office equipment	- 5 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 DEBTORS

Short-term debtors are measured at transaction price, less any impairment.

2.14 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.15 CREDITORS

Short-term creditors are measured at the transaction price. Other financial liabilities, including intercompany loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES (CONTINUED)

2.16 PROVISIONS FOR LIABILITIES

Provisions are recognised when an event has taken place that gives rise to a legal or constructive obligation, a transfer of economic benefits is probable and a reliable estimate can be made.

Provisions are measured as the best estimate of the amount required to settle the obligation, taking into account the related risks and uncertainties.

Increases in provisions are generally charged as an expense to profit or loss.

2.17 FINANCIAL INSTRUMENTS

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors, trade and other creditors, and intercompany loans.

**3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

The preparation of the financial statements requires management to make significant judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may be different from these estimates.

Information about assumptions and estimation uncertainties that have significant risk of resulting in material adjustment within the next financial year are included below. Critical judgements that management has made in the process of applying accounting policies disclosed herein and that have a significant effect on the amounts recognised in the financial statements relate to the following:

Capitalisation of development expenditure

Management judgement is required in assessing whether development projects meet the criteria for capitalisation. Development expenditure is capitalised when the technical and commercial feasibility of completing the product can be demonstrated and the product is intended to be sold or used. Probable future economic benefit related to the asset flowing to the Company is also expected and can be measured reliably. Impairment reviews of capitalised development expenditure are also performed by management; this involves assumptions which are inherently subjective.

Useful economic lives of intangible fixed assets

The annual amortisation charge for intangible fixed assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the condition of the assets.

Impairment of development expenditure

The Company tests annually whether the capitalised development expenditure has been impaired by reference to expected future generation of cash from the relevant products incorporating the technologies developed. In estimating the cash flows the capitalised development costs may generate the directors make estimates including the amount of future profits from the relevant products that will be generated and the timing of when these will be realised.

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

4. EMPLOYEES

The average monthly number of employees, including the Directors, during the year was 42 (2022 - 22).

5. INTANGIBLE ASSETS

	Development expenditure £
COST	
At 1 January 2023	1,798,975
Additions - internal	1,101,992
	<hr/>
At 31 December 2023	2,900,967
	<hr/>
AMORTISATION	
At 1 January 2023	673,655
Charge for the year on owned assets	421,787
	<hr/>
At 31 December 2023	1,095,442
	<hr/>
NET BOOK VALUE	
At 31 December 2023	1,805,525
	<hr/> <hr/>
At 31 December 2022	1,125,320
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YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

6. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
COST				
At 1 January 2023	-	1,456	79,918	81,374
Additions	329,665	569	54,057	384,291
At 31 December 2023	<u>329,665</u>	<u>2,025</u>	<u>133,975</u>	<u>465,665</u>
DEPRECIATION				
At 1 January 2023	-	361	35,734	36,095
Charge for the year on owned assets	2,525	201	26,297	29,023
At 31 December 2023	<u>2,525</u>	<u>562</u>	<u>62,031</u>	<u>65,118</u>
NET BOOK VALUE				
At 31 December 2023	<u>327,140</u>	<u>1,463</u>	<u>71,944</u>	<u>400,547</u>
At 31 December 2022	<u>-</u>	<u>1,095</u>	<u>44,184</u>	<u>45,279</u>

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

7. DEBTORS

	2023 £	2022 £
DUE AFTER MORE THAN ONE YEAR		
Other debtors	67,893	-
	<u>67,893</u>	<u>-</u>
DUE WITHIN ONE YEAR		
Trade debtors	45,777	86,391
Amounts owed by immediate parent undertaking	36,000	20,040
Other debtors	319,852	156,812
Prepayments and accrued income	53,173	9,178
	<u>522,695</u>	<u>272,421</u>

Amounts owed by the immediate parent undertaking are unsecured, interest free and repayable on demand.

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023 £	2022 £
Trade creditors	269,401	7,629
Amounts owed to immediate parent undertaking	5,496,326	1,968,890
Other taxation and social security	77,807	53,766
Other creditors	22,097	83
Accruals and deferred income	178,498	174,993
	<u>6,044,129</u>	<u>2,205,361</u>

Other creditors includes contributions of £21,570 (2022 - £83) payable to the Company's defined contribution pension scheme at the balance sheet date.

Amounts owed to the immediate parent undertaking are unsecured and bear interest at 2% over the Bank of England Base Rate. The balance has no fixed date of repayment and is repayable on demand.

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2023 £	2022 £
Accruals and deferred income	48,160	113,153
	<u>48,160</u>	<u>113,153</u>

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

10. PROVISION

	Dilapidation provision £
Amounts capitalised within tangible fixed assets	37,630
AT 31 DECEMBER 2023	37,630

Under the lease terms of the property occupied by the Company, there is a requirement for the property to be returned to its original condition at the end of the lease. The dilapidation provision relates to estimated costs of rectification that the Company is liable for under the terms of the lease.

The amount recognised is the best estimate of the cost to return these properties back to their original condition. The Directors have recognised the provision based on professional advice received and the provision is expected to be utilised at the end of the lease in November 2033.

11. SHARE CAPITAL

	2023 £	2022 £
ALLOTTED, CALLED UP AND FULLY PAID		
250,500 (2022 - 250,500) A Ordinary shares of £0.00099 each	248	248
15,456 (2022 - 15,456) B Ordinary shares of £0.00099 each	15	15
	263	263

A Ordinary shares and B Ordinary shares rank pari passu in all aspects.

12. RESERVES

Share premium account

The Share Premium Account records the amount above the nominal value received for shares, less transaction costs. This is non-distributable.

Profit and loss account

The Profit and Loss Account reserve includes accumulated profits and losses, less dividends paid.

13. FINANCIAL COMMITMENTS

Total financial commitments, guarantees and contingencies that are not included in the balance sheet amount to £1,317,914 (2022 - £5,026).

YAGRO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

14. RELATED PARTY TRANSACTIONS

The Company has taken disclosure exemptions contained within FRS 102 Section 33.1A relating to transactions with wholly owned members of the group.

15. CONTROLLING PARTY

There is no ultimate controlling party. The ultimate parent undertaking is Frontier Agriculture Limited, a company registered in England and Wales, based at Weston Centre, 10 Grosvenor Street, London, W1K 4QY.

The largest and smallest group in which the results of the Company are consolidated is headed by Frontier Agriculture Limited. Consolidated financial statements of Frontier Agriculture Limited are publicly available from the registered office of Frontier Agriculture Limited, which is Weston Centre, 10 Grosvenor Street, London, W1K 4QY.

16. AUDITOR'S INFORMATION

The auditor's report on the financial statements for the year ended 31 December 2023 was unqualified.

The audit report was signed on 17 December 2024 by Adam Smith (Senior Statutory Auditor) on behalf of Peters Elworthy & Moore.