

Agribrasil
Global Markets SA,
Geneva

*Financial Statements for the year ended
31 December 2022
and Report of the Statutory Auditor*

Report of the Statutory Auditor

To the General Meeting of
Agribrasil Global Markets SA, Geneva

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Agribrasil Global Market SA (the Company), which comprise the balance sheet as at 31 December 2022 and the profit and loss account for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law, and the requirements of the Swiss audit profession, 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.

Board of Directors' Responsibilities for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines 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 Board of Directors is 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 Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH 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 EXPERTsuisse's website at: <https://www.expertsuisse.ch/en/audit-report>. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

We recommend that the financial statements submitted to you be approved.

We draw attention to the fact that at December 31, 2022 Agribrasil Global Markets SA is overindebted as per article 725b CO. Due to the fact that the company's creditors subordinated their claims amounting to USD 8,050 000 (CHF 7,460,000), the Board of Directors has refrained from notifying the court.

Furthermore, we draw attention to the fact that the annual General Meeting for the year ended 31 December 2022 was not held within six months following the balance sheet date, which is in breach of article 699 paragraph 2 CO.

Deloitte SA

Mark Valentin
Licensed Audit Expert
Auditor in Charge

Alexandre Ribordy
Licensed Auditor

Geneva, 9 February 2024

Enclosures

- Financial statements (balance sheet, profit and loss account and notes).

Agribrazil Global Markets SA, Geneva, Switzerland
BALANCE SHEET

ASSETS	31/12/2022 USD	31/12/2022 CHF	31/12/2021 USD	31/12/2021 CHF
Current assets				
Cash and cash equivalents	1'581'576	1'463'318	23'217'673	21'154'573
Trade receivables	9'135'901	8'452'791	26'624'966	24'259'098
Derivatives - receivables	162'329	150'191	489'821	446'296
Other current receivables	4'389	4'061	4'532	4'129
Accrued income - derivatives	16'353'026	15'130'278	12'610'891	11'490'300
Total current assets	27'237'221	25'200'640	63'615'408	57'962'607
Non current assets				
Advance - intercompany	0	0	1'534'930	1'398'538
Total non current assets	0	0	1'534'930	1'398'538
Total assets	27'237'221	25'200'640	65'150'338	59'361'144
LIABILITIES AND SHAREHOLDER'S EQUITY				
Current Liabilities				
Other creditors	25'339	23'444	7'953	7'246
Accrued expenses - derivatives (Open Trade Equity)	0	0	4'011	3'654
Accrued expenses - derivatives (Open contracts)	11'143'145	10'309'950	4'360'251	3'972'804
Accrued expenses	465'672	430'853	2'024'348	1'844'466
Total current liabilities	11'634'156	10'764'247	6'396'563	5'828'171
Non current Liabilities				
Current account with shareholder	20'651'426	19'107'277	41'706'170	38'000'202
Unrealized foreign exchange gain	118'640	109'769	0	0
Total non current liabilities	20'770'065	19'217'046	41'706'170	38'000'202
Shareholder's equity				
Share capital	5'380'214	5'000'000	5'380'214	5'000'000
Statutory retained earnings	333'560	305'483	21'320	20'000
Cumulative Translation Adjustment	0	672'038	0	-203'772
Voluntary retained earnings	11'333'832	10'456'118	5'401'283	5'006'883
Annual result	-22'214'605	-21'214'292	6'244'788	5'709'661
Total shareholder's equity	-5'167'000	-4'780'653	17'047'605	15'532'772
Total liabilities and shareholder's equity	27'237'221	25'200'640	65'150'338	59'361'144

Agribrazil Global Markets SA, Geneva, Switzerland

PROFIT AND LOSS ACCOUNT

		01.01.2022 - 31.12.2022	01.01.2022 - 31.12.2022	01.01.2021 - 31.12.2021	01.01.2021 - 31.12.2021
	Notes	USD	CHF	USD	CHF
Net proceeds from sales of goods		617'044'818	589'259'580	296'672'826	271'250'397
Other income/(cost)	3.4	-4'714'440	-4'502'151	1'816'613	1'660'944
Mark to Market Open Contracts		-3'040'758	-2'903'834	240'522	219'911
Cost of raw materials		-619'566'634	-591'667'840	-285'326'435	-260'876'300
Direct costs on sales/purchases	3.5	-9'537'943	-9'108'454	-6'027'489	-5'510'982
Gross margin		-19'814'959	-18'922'700	7'376'036	6'743'970
Management fees		-91	-87	-49'253	-45'033
Legal fees		-12'047	-11'505	0	0
Bookkeeping and audit fees		-91'227	-87'119	-33'007	-30'178
Other operational costs		-49'539	-47'308	-47'676	-43'591
Total other expenses		-152'903	-146'018	-129'937	-118'802
Result before Interest and taxes		-19'967'862	-19'068'719	7'246'100	6'625'168
Financial expenses	3.6	-4'779'434	-4'564'219	-850'453	-777'576
Financial income	3.7	3'274'803	3'127'341	904'055	826'585
Off period expenses	3.8	-12'389	-11'832	0	0
Provision loss on debtors		-729'723	-696'864	0	0
Result before taxes		-22'214'605	-21'214'292	7'299'702	6'674'178
Direct taxes		0	0	-1'054'914	-964'516
Net result		-22'214'605	-21'214'292	6'244'788	5'709'661

Agribrazil Global Markets SA, Geneva, Switzerland

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR 2022 WITH COMPARATIVES FIGURES.

in USD & CHF

1. General information

The company is registered at the Register of Commerce from March 8th, 2018 under federal Nr. CHE-255.520.936, it is based in Geneva, Rue de la Tour-De-L'Île 1, 1204 Geneva. The main activity is international trade in raw materials, in particular grains, soya and corn, from Brazil to the world destination.

These financial statements were prepared according to the provisions of the Swiss law on accounting and financial reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below. It should be noted that to ensure the Company going concern, the Company financial statement may be influenced by the creation and release of hidden reserves.

Humberg Agribrazil Comércio e Exportação de Grãos SA controls the Company and prepares consolidated accounts as per IFRS. Therefore, in accordance with article 961d al.1 of Swiss Code of Obligations (CO), the Company is not required to report in its financial statements the additional information required by article 961a CO, namely the cash flow statement and the management report.

2. Accounting policies

Revenue recognition - Sales and cost of sales are recognised in the income statement when the transaction takes place and when the significant risks and rewards have been transferred to the buyer.

Translation of foreign currencies - The functional currency of the Company is the US dollar (USD) as most transactions are denominated in USD. Transactions in foreign currencies are converted into US dollars at the average rate of the month. At the balance sheet date, assets and liabilities expressed in foreign currencies are translated at rates of exchange ruling at the balance sheet date. Exchange differences are recorded in the income statement.

Derivative Financial instruments - A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The company conducts transactions involving derivative financial instruments in order to minimize the risks stemming from fluctuations in the market prices of soybean and corn.

The derivatives held as at December 31, 2022 comprise mainly commodity futures.

The commodity futures market unsettled transactions are valued at fair value up to the expiration of trading contracts. The fair value is computed using market quoted prices in the CBOT (Chicago Board of Trade) plus basis.

Such derivatives financial instruments are initially recognized at market value on the date on which a derivative contract is entered into and are subsequently measured at market value. Derivatives are carried as financial assets (accrued income - Derivatives) when the fair value is positive and as liabilities when the fair value is negative (accrued expenses- Derivatives). Gains and losses are allocated to profit or loss for the year (other income/(cost)).

Accrual principle - The company's financial statements are prepared according to the accrual principle determines that the effects of transactions and other events are recognized in the periods to which they refer, regardless of receipt or payment.

For the presentation of the financial statements in Swiss francs (CHF), assets and liabilities (except for shareholders' equity) are translated into Swiss francs at the year-end rate. Shareholders' equity are translated at historical rates. Income statement items are translated using the period average rate.

Taxes - The Company provides for all taxes, whether legally due or estimated to become payable in future periods, based on profits reported through the balance sheet date.

Management estimates - The preparation of financial statements requires that the Board of Directors gives estimations and assessments which may influence the significance of capital values and current liabilities and any possible liabilities at the time of preparation of the balance sheet and also of the profit and loss of the period of reference. The Board of Directors has then the sole discretion in the provision of these estimates and assessments, and may take advantage of prevailing legal flexibility allowed in the preparation of the balance sheet and valuations. In the interests of the company, and bearing in mind the principle of prudence, the depreciation of assets, the correction of values, and provisions made can be over and above their fair economic estimates.

The following foreign exchange rates were used to close the foreign currencies of statutory financial statements:

	2022	2021
Exchange rate as at December 31 (USD/CHF)	0.925228	0.911141
Exchange rate as at December 31 (EUR/CHF)	0.987450	1.036200

The following foreign exchange rates were used in the preparation of the statutory financial statements:

In US Dollar per Swiss Franc	2022	2021
Exchange rate as at December 31	0.925228	0.911141
Average rate for the 12-month period ending December 31	0.954970	0.914308

Agribrazil Global Markets SA, Geneva, Switzerland

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR 2022 WITH COMPARATIVES FIGURES.

in USD & CHF

3. Information on items in Balance Sheet and Profit and Loss accounts

3.1 Trade receivables	31/12/2022	31/12/2022	31/12/2021	31/12/2021
	USD	CHF	USD	CHF
Olam International Ltd	0	0	5'400'000	4'920'161
GLTA Foodtuff Trading LLC	64'093	59'301	3'945'922	3'595'291
Provision loss on debtor - GLTA	-64'093	-59'301	0	0
Viterra BV.	0	0	2'150'799	1'959'681
Quadra Commodities SA	0	0	15'128'245	13'783'964
BTG Pactual Commodities SA	EUR 9'170'748,95	9'787'940	9'056'076	0
Provision loss on debtor - BTG	-665'630	-615'859	0	0
TOI Commodities SA	13'590	12'574	0	0
	9'135'901	8'452'791	26'624'966	24'259'098

3.2 Transaction between related parties

Current account with shareholder	20'651'426	19'107'277	41'706'170	38'000'202
	20'651'426	19'107'277	41'706'170	38'000'202

Of the amount due to the shareholder at 31.12.2022, USD 8'050'000 (CHF 7'460'000) is subordinated due to the overindebtedness. Please refer to Note 7.

3.3 Accrued expenses

Accrued expenses	48'636	44'999	87'808	80'005
Accrued taxes	417'036	385'853	1'936'540	1'764'461
	465'672	430'853	2'024'348	1'844'466

3.4 Other income/(cost)

Transshipment and Transport	0	0	110'241	100'795
Net result on derivative products	-5'654'960	-5'400'320	722'208	660'321
Debit note and other income	940'520	898'169	984'163	899'828
	-4'714'440	-4'502'151	1'816'613	1'660'944

3.5 Direct costs on sales/purchases

Transshipment costs	3'533'563	3'374'448	5'432'436	4'966'921
Storage/Agency & other costs	5'036'868	4'810'060	316'511	289'389
Booking commission	914'127	872'965	274'647	251'112
Financing costs	47'686	45'539	0	0
Inspection costs	5'698	5'442	3'894	3'561
Insurance costs	0	0	0	0
	9'537'943	9'108'454	6'027'489	5'510'982

3.6 Financial expenses

Bank charges	144'106	137'617	43'046	39'357
Interests on loan	129'863	124'015	0	0
Loss on forex	4'505'465	4'302'586	807'407	738'219
	4'779'434	4'564'219	850'453	777'576

3.7 Financial income

Gain on forex	3'252'806	3'106'334	904'055	826'585
Bank interests income	21'997	21'007	0	0
	3'274'803	3'127'341	904'055	826'585

3.8 Off period expenses

Federal and Cantonal tax 2020 - 2021	11'385	10'872	0	0
Professional tax 2020 - 2021	1'005	960	0	0
	12'389	11'832	0	0

Agribrasil Global Markets SA, Geneva, Switzerland

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR 2022 WITH COMPARATIVES FIGURES.

in USD & CHF

4. Number of Employees in Agribrasil Global Markets SA

	2022	2021
The average number of full time employees during the year was less than 10.	0	0

5. Other off balance sheet commitments

	2022	2021
The company has no off-balance sheet commitments as at 31 December 2022.	None	None

6. Audit fees

	31/12/2022 USD	31/12/2022 CHF	31/12/2021 USD	31/12/2021 CHF
Audit fees	43'232	40'000	25'851	23'000

7. Going concern and subsequent event occurring after balance sheet date

The Company is in a situation of overindebtedness as of December 31, 2022 due to a significant loss incurred during the year 2022. This negative result comes from by higher cost incurred in its purchase of goods.

The Company's shareholder having issued a subordination letter dated January 30, 2024 for a total amount of USD 8,050,000 (CHF 7,460,000), the Board of Directors has not notified the court. The Board of Directors assessed the amount to be sufficient to cover the negative equity.

Following a review of its purchase process and cost basis and due to an overall better performance of its operations in 2023, the Company is expected to generate an estimated profit of CHF 10mio as at November 30th, 2023. As a result, the Board of Directors have concluded that the overindebtedness situation was only temporary and that the overindebtedness situation of the Company is not anymore present at December 31, 2023.

An agreement dated January 24, 2024 was signed between the company and the shareholder to offset debts and receivables, with retroactive effect to December 31st, 2022.