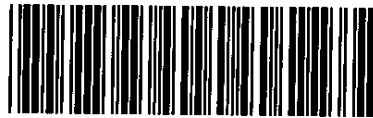


Journey Group Limited

Company Registration Number 01944667

**JOURNEY GROUP LIMITED
UNAUDITED REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

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Journey Group Limited

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Journey Group Limited

OFFICERS AND ADVISERS

The Board of Directors

C Mills
A Whittenbury
T Sturm
J Brade

Secretary

A Whittenbury

Registered Office

One Bartholomew Close,
London
EC1A 7BL

Bankers

National Westminster Bank plc
275-277 High Street
Hounslow
Middlesex
TW3 1ZA

Journey Group Limited

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present the report for the year ended 31 December 2022.

Review of the Business

The principal activities during the year were the provision of intellectual property to other group companies.


Results and Performance

The income source for Journey Group Limited in previous years has been royalty income from Air Fayre CA Inc. In the current year there has been no revenue earned as the patent held by Journey Group Ltd expired during 2021, resulting in the cessation of royalty income.

Risks and Uncertainties

As the patent has now expired, there will be no regular ongoing income for Journey Group Ltd. Costs incurred by Journey Group Ltd are extremely low and will easily be recovered from Air Fayre CA Inc. The company's principal risks and uncertainties are directly related to Air Fayre CA Inc. These risks are discussed within the financial statements of the ultimate parent company, Jaguar Holdings Limited, copies of which can be obtained at the registered office: One Bartholomew Close, London, EC1A 7BL.

Signed on behalf of the directors



A Whittenbury

Director

Approved by the directors on 14th September 2023

Journey Group Limited

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements of the Company for the year ended 31 December 2022.

DIVIDENDS

The Directors have not recommended payment of a dividend at the balance sheet date (2021: \$ NIL).

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was that of a parent company to Journey Group Services Ltd. Since the patent expired during Q1 2021, there has been no business activity by Journey Group Ltd.

GOING CONCERN

Although there will be no ongoing royalty income for Journey Group Ltd there will also be minimal costs. Any future costs incurred will be recovered through management recharges to Air Fayre CA Inc.

Management forecasts prepared show that Air Fayre CA Inc. will continue to be profitable over the next 12 months and will reimburse Journey Group Ltd for any costs incurred. As such the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

FUTURE DEVELOPMENTS

The Directors anticipate that the activity of the Company will continue for the foreseeable future.

EVENTS SINCE THE BALANCE SHEET DATE

There have been no significant events since the balance sheet date.

DIRECTORS AND INDEMNITY

The Directors who served during the year and up to the date of this report are:

C Mills
A Whittenbury
T Sturm
J Brade

Each Director of the Company shall be indemnified by the Company against all liabilities, costs and expenses incurred in the execution and discharge of their duties. The Company has made qualifying third party indemnity provisions for the benefit of its Director which were made during the year and remain in force at the date of this report.

STRATEGIC REPORT

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's Strategic Report information required by the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the Directors' Report. It has done so in respect of the Directors' consideration on the Company's exposure to risk.

Journey Group Limited

DIRECTORS' REPORT (*Continued*) **YEAR ENDED 31 DECEMBER 2022**

The Directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statement 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 those financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting 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; 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 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 statement Company 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.

Signed on behalf of the directors



A Whittenbury

Director

Approved by the directors on 14th September 2023

Journey Group Limited

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

| | Notes | 2022 \$'000s | 2021 \$'000s |
|---|----------|-----------------|-----------------|
| Turnover | 2 | 0 | 308 |
| Operating costs | | (1) | (1) |
| OPERATING PROFIT/(LOSS) | 4 | (1) | 307 |
| Interest payable and similar charges | | - | - |
| PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION | | (1) | 307 |
| Taxation | 5 | - | - |
| PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION | | (1) | 307 |
| Total comprehensive income/(loss) for the year | | (1) | 307 |

Journey Group Limited


STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2022

| | Notes | 2022 \$'000s | 2021 \$'000s |
|-----------------------------------|-------|-----------------|-----------------|
| Fixed Assets | | | |
| Investments in Subsidiaries | 6 | 9,292 | 9,292 |
| Current Assets | | | |
| Trade and other receivables | 7 | 11,136 | 11,236 |
| Cash at bank and in hand | | 1 | 1 |
| | | 11,137 | 11,237 |
| Current Liabilities | | | |
| Trade and other payables | 8 | (3,277) | (3,376) |
| Net Current Assets | | 7,860 | 7,861 |
| Net Assets | | 17,152 | 17,153 |
| Capital and Reserves | | | |
| Called up share capital | 10 | 4,654 | 4,654 |
| Merger Reserve | 10 | 2,763 | 2,763 |
| Profit and loss account | 10 | 9,735 | 9,736 |
| Equity Shareholder's Funds | | 17,152 | 17,153 |

- For the year ending 31 December 2022 the company was entitled to exemption in relation to the guarantee given by the parent (section 479a).
- The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the board of directors and authorised for issue on

14 Sep 2023 and are signed on its behalf by:



A Whittenbury

Company Registration Number: 01944667

Journey Group Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

| | Share Capital \$'000 | Merger Reserve \$'000 | Profit and loss account \$'000 | Total \$'000 |
|---|----------------------------|-----------------------------|---|-----------------|
| Balance at 1 January 2021 | 4,654 | 2,763 | 9,429 | 16,846 |
| Profit and total comprehensive income for the year | - | - | 307 | 307 |
| Balance as at 31 December 2020 | 4,654 | 2,763 | 9,736 | 17,153 |
| Profit and total comprehensive income for the year | - | - | (1) | (1) |
| Balance as at 31 December 2021 | 4,654 | 2,763 | 9,735 | 17,152 |

Journey Group Limited

ACCOUNTING POLICIES FOR THE YEAR ENDED 31 DECEMBER 2022

1. General Information

Journey Group Limited ("the Company") is a private company limited by shares and domiciled and incorporated in England. The address of the Company's registered office and principal place of business is One Bartholomew Close, London, EC1A 7BL. The Company's principal activity during the year was the provision of intellectual property.

2. Statement of compliance

These financial statements have been prepared in accordance with United Kingdom accounting standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

3. Basis of Accounting

The financial statements have been prepared on the going concern basis in accordance with applicable accounting standards in the United Kingdom and in accordance with the Companies Act 2006. The financial statements are prepared in US dollars which is the functional and presentational currency of the Company. Amounts are rounded to the nearest \$1,000 unless otherwise stated.

The financial statements have been prepared with the adoption of the FRS 102 Triennial Review 2017 amendments in full. This is the first set of financial statements where the Triennial Review amendments have been adopted. There have been no changes to amounts presented in respect of transactions or balances in any of the main statements as a result of adoption of the changes, but certain disclosures have been updated in line with the new requirements.

4. Reduced Disclosures

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share

Journey Group Limited

ACCOUNTING POLICIES (*Continued*) FOR THE YEAR ENDED 31 DECEMBER 2022

- options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements; and
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

The financial statements of the Company are consolidated in the financial statements of Jaguar Holdings Limited. The consolidated financial statements of Jaguar Holdings Limited are available from its registered office: One Bartholomew Close, London, EC1A 7BL.

5. Going Concern

The financial statements have been prepared on the going concern basis as the ultimate parent undertaking, Jaguar Holdings Limited, has undertaken to provide continued financial support to the company for a period of at least 12 months from the signing of these financial statements.

6. Turnover

Turnover is recognised at the fair value of the consideration received for the provision of intellectual property for other group companies.

7. Investments in Subsidiaries

Investment in subsidiaries are stated at cost, less any provision for Impairment. The carrying amount of the Company's Investments in subsidiaries is reviewed annually to determine whether there is any indication of Impairment. If any such indication exists the investment's recoverable amount is estimated. If the carrying value of the investment exceeds the recoverable amount, the investment is considered to be impaired and is written down to the recoverable amount. The impairment loss is recognised in the income statement.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Reversals of impairment losses are recognised in profit or loss.

Journey Group Limited

ACCOUNTING POLICIES *(Continued)* FOR THE YEAR ENDED 31 DECEMBER 2022

8. Taxation

Taxation expense comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets and liabilities are not discounted.

(i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

9. Financial Instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, in full, to all of its financial instruments.

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Journey Group Limited

ACCOUNTING POLICIES (*Continued*) FOR THE YEAR ENDED 31 DECEMBER 2022

9. Financial Instruments (*continued*)

(i) Debtors

Debtors are initially measured at transaction price. The amounts presented in the statement of financial position are net of provisions for doubtful debts. An allowance for impairment is made where there is an identified loss event, which evidences irrecoverability of the debtors. Any losses arising from impairment are recognised in the income statement in other operating expenses.

(ii) Financial liabilities and equity

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(iii) Creditors

Creditors are initially measured at transaction price. Creditors are classified as creditors falling due within one year unless the company has an unconditional right to defer settlement for at least 12 months from the reporting date.

(iv) De-recognition of financial assets and liabilities

A financial asset or liability is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

10. Provisions and contingencies

(i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations might be small.

In particular, provision is not made for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

Journey Group Limited

ACCOUNTING POLICIES *(Continued)* **FOR THE YEAR ENDED 31 DECEMBER 2022**

10. Provisions and contingencies (continued)

(ii) Contingencies

Contingent liabilities are not recognised, except those acquired in a business combination. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Critical Accounting Estimates and Areas of Judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Key accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(ii) Deferred tax assets

No deferred tax assets have been recognised in respect of tax losses that are available indefinitely for offset against future taxable profits arising from the same trade as there is insufficient certainty of future taxable profits against which to utilise them.

2. Turnover

100% of the Company's turnover relates to their principal activity wholly undertaken in the United Kingdom.

3. Employees

The average monthly number of persons (including directors) employed during the year was:

| | 2022 | 2021 |
|---------------------|----------|----------|
| Statutory directors | 4 | 4 |
| | <u>4</u> | <u>4</u> |

The directors who served the Company during the year did not receive any remuneration from the company for services performed.

4. Operating Profit

| | 2022 \$'000s | 2021 \$'000s |
|---|-----------------|-----------------|
| Profit on ordinary activities before taxation is stated after charging: | | |
| Net (loss) on foreign currency translation | - | - |

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS *(Continued)* FOR THE YEAR ENDED 31 DECEMBER 2022

5. Taxation

(a) Analysis of charge in the year

| | 2022 \$'000s | 2021 \$'000s |
|--------------------|-----------------|-----------------|
| Current tax: | | |
| UK corporation tax | - | - |
| Total current tax | - | - |

(b) Factors affecting the tax charge for the year

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 19.00% (2020 – 19%).

| | 2022 \$'000s | 2021 \$'000s |
|---|-----------------|-----------------|
| Profit on ordinary activities before taxation | (1) | 307 |
| Tax on profit on ordinary activities @ 19% (2021 – 19%) | - | 58 |
| Group relief surrendered/(claimed) | - | (58) |
| | - | - |
| Total current tax | - | - |

The Finance Bill 2020 amended the main rate of Corporation Tax to 19% for financial year 2021. The Corporation Tax charge and the main rate was also set at 19% for financial year 2022.

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 DECEMBER 2022

6. Investment in Subsidiaries

| | Associate Undertaking \$'000s | Subsidiary Undertakings \$'000s | Total £'000 |
|---|-------------------------------------|---------------------------------------|-----------------|
| Cost: | | | |
| At 1 January 2022 | - | 46,609 | 46,609 |
| Disposal | - | - | - |
| Addition | - | - | - |
| At 31 December 2022 | - | 46,609 | 46,609 |
| Provision for impairment in Value: | | | |
| At 1 January 2022 | - | (37,317) | (37,317) |
| Impairment during the year | - | - | - |
| On disposal | - | - | - |
| At 31 December 2022 | - | (37,317) | (37,317) |
| Net book value: | | | |
| At 31 December 2022 | - | 9,292 | 9,292 |
| At 31 December 2021 | - | 9,292 | 9,292 |

At 31 December 2022, the Company held the following investments:

| Name of undertaking | Registered Office | Nature of business | Class of shares held | % held | |
|--------------------------------|----------------------|---|-------------------------|--------|----------|
| | | | | Direct | Indirect |
| Air Fayre Limited | a | Dormant company | Ordinary | 100.00 | |
| Air Fayre CA Inc. | b | Provision of catering and logistics to airlines | Ordinary | 100.00 | |
| Air Fayre USA Inc. | b | Holding company | Ordinary | 100.00 | |
| Journey Group Services Limited | a | Management company | Ordinary | 100.00 | |

Registered office addresses

- a One Bartholomew Close, London, EC1A 7BL, UK
- b 1720 W 135th Street, Gardena, Los Angeles, CA 90249, United States of America

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS *(Continued)* FOR THE YEAR ENDED 31 DECEMBER 2022

6. Investment in Subsidiaries *(continued)*

For the period ended 31 December 2022, the following companies were wholly owned subsidiaries of Journey Group Limited and were entitled to exemption from audit under section 479A of the companies Act 2006

| Name of subsidiary Undertaking | Company registration number |
|--------------------------------|-----------------------------|
| Air Fayre Limited | 03645843 |
| Journey Group Services Limited | 06200189 |

7. Trade and Other Receivables

| | 2022 \$'000 | 2021 \$'000 |
|---|----------------|----------------|
| Amounts owed from subsidiary undertakings | 11,136 | 11,236 |
| | <u>11,136</u> | <u>11,236</u> |

Amounts owed by Group companies are classed as current assets – there is no charge of interest on outstanding amounts.

8. Trade and Other Payables

| | 2022 \$'000 | 2021 \$'000 |
|---|----------------|----------------|
| Accrued Income | 29 | 29 |
| Amounts owed to subsidiary undertakings | 3,248 | 3,347 |
| Corporation Tax liability | - | - |
| | <u>3,277</u> | <u>3,376</u> |

Amounts owed to Group companies are classed as current liabilities – there is no charge of interest on outstanding amounts.

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS *(Continued)* FOR THE YEAR ENDED 31 DECEMBER 2022

9. Employee shares

Certain employees of the group hold participation rights over 1,166,969 ordinary shares in the holding company, Jaguar Holdings Limited.

The ordinary shares receive a proportionate share of any proceeds on an exit event. An employee holding these ordinary shares who leaves the Group before an exit event may be entitled to receive fair market value or the nominal value of their shares through, at the Group's discretion, a transfer to another employee or a transfer back to the Group, in either case subject to a time-based vesting schedule and certain good leaver / bad leaver provisions.

The Holding Company made loans to the employees in respect of an amount \$900,796 payable for these shares. The loans attract interest at 1.85% and become payable by the employee on an exit event or if they otherwise leave the Group and transfer their shares. The consideration for the ordinary shares was deemed to be fair market value at the date the shares were acquired.

10. Share Capital and Reserves

Share Capital

Issued and fully paid:

| | Number | 2022 Par Value | \$'000 | Number | 2021 Par Value | \$'000 |
|-------------------|------------|-------------------|--------|------------|-------------------|--------|
| As at 31 December | 13,798,642 | £0.25 | 5,715 | 13,798,642 | £0.25 | 5,715 |

Ordinary shares

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.

Retained Earnings

Retained earnings record the profits generated by the company after tax, dividends and transactions recognised directly within reserves. The movement in this reserve is shown in statement of changes in equity.

Merger Reserve

This reserve represents the excess consideration received above the nominal value of share capital issued for the acquisition of subsidiary undertakings. There has been no movement in this reserve during the year or the previous year.

Journey Group Limited

NOTES TO THE FINANCIAL STATEMENTS *(Continued)* **FOR THE YEAR ENDED 31 DECEMBER 2022**

11. Contingent Liabilities

Journey Group Limited's assets are subject to a cross guarantee in place across all companies in the group, in favour of Keybank N.A. to indemnify them in respect of monies owing to them (under a \$0.5m LOC agreement) by certain fellow subsidiaries, which at 31 December 2022 amounted to \$ 45,000 (December 2021 - \$ 45,000).

12. Related Party Transactions

As a wholly owned subsidiary of Jaguar Holdings Limited and in accordance with FRS 102, the Company has taken advantage of the exemptions from the disclosure of related party transactions.

13. Ultimate Parent Company and Ultimate Controlling Party

The immediate and ultimate parent undertaking and controlling party is Jaguar Holdings Limited, which the company is the only company preparing group financial statements. The consolidated financial statements of the group can be obtained from its registered address at One Bartholomew Close, London, EC1A 7BL.