

Registered number: 06574767

Direct Wines Holdings Limited
Annual report and financial statements
For the year ended 2 July 2021

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Direct Wines Holdings Limited

Annual report and financial statements for the year ended 2 July 2021

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Company information

Directors

| | |
|----------------------|---------------|
| H J H Laithwaite | Co-Chairman |
| B A Laithwaite | President |
| A J Porter | Co-Chairman |
| A H G Laithwaite CBE | Founder |
| W W Laithwaite | Non-executive |
| T A E Laithwaite | Non-executive |
| A J Clifford-King | Non-executive |
| D B Gates | CEO |
| J W H Weir | CFO |

Registered office

One Waterside Drive
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Theale
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RG7 4SW

Bankers

Barclays Bank plc
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Reading
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HSBC plc
Level 7
Thames Tower
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Reading
Berkshire
RG1 1LX

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
3 Forbury Place
23 Forbury Road
Reading
Berkshire
RG1 3JH

Solicitors

CMS Cameron McKenna Nabarro Olswang LLP
Cannon Place
78 Cannon Street
London
EC4N 6AF
United Kingdom

Co-Chairmen's Statement - 2021


Direct Wines has seen many remarkable times during its 52-year history, but 2020/21 was as extraordinary as any. We entered the year buoyed by the short-term boost to sales experienced during the early months of the Covid-19 lockdown, but unsure about how things would develop, not only in relation to the pandemic, but also with the challenges of Brexit to deal with. I am delighted to report that not only did we weather the storm, we flourished, thanks to the formidable efforts of all our people, and in partnership with our growers and winemakers.

We seized the opportunity presented by sustained demand not only to sell more, but to transform the way we do business. As shareholders, we couldn't be more delighted that we re-launched the Laithwaites brand in the UK (with other markets following on shortly); accelerated our use of digital channels; maintained industry-leading levels of customer service; and radically re-shaped our recruitment activity, placing less emphasis on price. At the end of the year, we have a much bigger, stronger, and younger customer base than a year before – and we are now intent on building those customer relationships into life-long partnerships.

We also continued to ensure we do business responsibly and ethically. We are proud of the fact we pay our winemakers much faster than industry norms; of the way we look after employees and suppliers (a number of whom we have supported financially through the difficult times presented by Covid-19); and that we were amongst the first businesses in the UK to return business rates and furlough support from the government.

I am also pleased that, during the year, we set out a new ambitious strategy for sustained profitable growth and delighted that sustainability is right at the heart of that strategy with a commitment to achieving net zero scope 1 and 2 emissions (also including those related to outer packaging, shipping, haulage and customer distribution) by 2035.

Henry Laithwaite
Family Co-Chairman



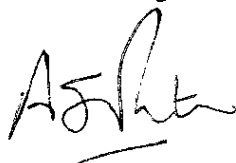
Despite all the new initiatives alluded to by Henry, which required significant marketing investment (notably, the new, and highly successful UK TV campaign), we were still able to deliver very strong growth in sales, customer numbers and profit.

Revenue for the year increased by 23.7% to £448.1m and profit before income tax increased significantly to £14.8m (2020: £2.0m), despite record investment in recruiting new customers. Our overall financial position remains strong - net cash and cash equivalents stand at £50.5m. Whilst this represented a decrease of £14.9m against last year, this reflects both the extraordinary sales surge in the final quarter of 2019 and increases in year-end stock levels to provide a buffer against future potential supply chain disruption. The net cash position at the end of 2021 compares very favorably with historic levels.

All three markets saw strong performance in the year, with the stand-out being the UK, which built on the strong end to the prior year to deliver sales and profits comfortably ahead of the board's expectations. It was also gratifying that for the second year running, we were winners of the IWC award for Best Online Retailer. The USA bounced back from a challenging prior year, with much improved performance from the Ohio distribution centre being at the heart of the improvement. And, yet again, the Australia and New Zealand business delivered record numbers on all key metrics. We also continued to develop our own winemaking capabilities and brands, with significant investments in Bordeaux and the Barossa.

The upcoming year is already showing signs of presenting a new set of challenges, but we remain confident that by innovating, evolving and by building deep and sustainable customer relationships, we will continue to thrive. As part of a long-planned transition process David Thatcher retired as CEO in 2020 and we were delighted to welcome David Gates as our new CEO for the next chapter. He has already had a considerable impact, building on the strong foundations laid by his predecessor, and this adds to our confidence for the future.

Angus Porter
Non-Family Co-Chairman



Strategic report for the year ended 2 July 2021

The directors present their strategic report on Direct Wines Holdings Limited Group ("the Group") for the year ended 2 July 2021.

Business review and principal activities

The principal activity of the Group is the importing, production and distribution of wines.

The consolidated income statement for the period is set out on page 18.

The impact of Covid-19 remained very significant in all of our markets, bringing growth in sales from existing and new customers and a surge of new recruits. We finished the year with record high active customer numbers and new recruits. Together with dynamic new Laithwaites branding this provides an excellent platform on which to build future growth in subsequent years. This increase in sales, combined with good margin control and lower recruitment costs led to an increase in operating profit to £14.9m (2020: £2.1m) despite operating cost challenges due to a combination of increased volume and a reduction in efficiency as we implemented social distancing measures to safeguard our people. Cash and cash equivalents decreased by £14.9m to £50.5m (2020: £65.4m), primarily due to last year's exceptional final quarter offset by higher stock purchases to cope with increased shipping disruption.

Overall our customer base increased by 16.2% on last year and the directors are particularly pleased to see strong, continued growth in our most valuable customer segments in all of our territories. There are a number of exciting investments in innovation and sustainability in the pipeline in all of our markets. The decision was taken to close Brew Republic in order to deliver strategic focus on the core wine business, but this innovation provided the organisation with valuable learning and insight into recruiting a younger generation of customers.

In addition to the customer base the business monitors several key performance indicators which include important metrics on customer activity, productivity, costs, sales and margins.

Our gross product margin increased to 41.0% (2020: 40.3%) primarily due to increased margins on both recruitment and wine plan sales. The Consolidated balance sheet remains strong with net assets of £80.3m (2020: £75.5m). Included in the net assets are derivative financial instruments which are measured at fair value, with net liabilities of £1.3m (2020: assets of £0.8m).

Risk management

The directors recognise the following as the principal risks of the business and meet regularly to update and review the risk register:

Technology risk/IT Security

- Any significant failure of IT systems would affect our ability to trade. The Group ensures that the organisation appropriately manages the IT risk across security, availability, performance and compliance. These risks are monitored through dedicated governance reviews, regular tests and annual audits from a number of independent organisations, all of which is reported to the Audit Committee. The Group continues to invest significantly in IT development and deployed a new system in the US during the financial year which is proving to be a firm foundation for future growth and enhanced controls and security. Key to IT security and the growing threat of cybercrime is education of staff and regular exercises are held to assess the effectiveness of this training.

People risk

- The success of our business is based on employing the best people with the right capabilities. The Group recognises that the loss of staff with specific knowledge or skills can be disruptive to the business. The Board, through the People Committee, continues to maintain focus on retaining and developing staff and reviews pay and benefits policies annually as well as succession planning for key staff.

Strategic report for the year ended 2 July 2021 (continued)**Risk management (continued)****Operational risk**

- In the event of an emergency incident, business continuity plans are key to ensure the business is appropriately protected against risk. These plans are in place and are regularly tested. The performance of the Group throughout the Covid-19 pandemic has shown the ability of the business to react rapidly and appropriately to unexpected and disruptive events.

Regulatory risk/Compliance

- We need to ensure compliance with all legal and regulatory requirements in the markets in which we operate and to monitor any legal or regulatory changes. The Group employs a UK legal and compliance team to ensure that we are aware of, and comply with, all requirements and this is reported to the Audit Committee. Areas covered include governance and policies, security of personal data and marketing communications (including GDPR). The US and Australian businesses have similar governance procedures and structures.

Performance risk

- Performance against budget is tracked as any negative variance could lead to a failure to deliver the long-term goals. The Board is informed about the Group's progress on a monthly basis and any deviations from the budget are discussed at Board meetings.

Economic risk

- The diversified nature of the Group is such that the economic risk is also diversified. The Board reviews a broad range of economic, regulatory and political risks as part of the annual Strategic Planning process.

Financial risk

- Foreign exchange, interest rate, credit and liquidity risks are managed with appropriate financial instruments and the directors approve the Treasury policy annually. Further information is provided in the Directors' Report.

Brexit

- The Group recognises the ongoing risks of the Brexit process, principally in the supply of wine to customers in Northern Ireland. A Brexit working group exists to monitor the legacy issues resulting from Brexit and the Group actively participates in industry initiatives to influence positive change.

Covid-19

- The Group has managed through the pandemic well, activating elements of its business continuity plans to enable large scale home working for the majority of employees and adapting warehouse procedures to ensure safe working conditions for staff. These actions played a key part in allowing the business to meet increased demand with the smallest possible impact on service levels. A Covid-19 Management Group meets weekly to ensure we remain informed as government advice changes and that we continue to consider all options to optimise the business as the pandemic develops.

The directors meet regularly to evaluate business risks, monitor the economic climate and take appropriate action where necessary.

The main objectives of the Group continue to be the maintenance of a positive long-term trajectory on revenue, profit and customer numbers; to build long-term customer relationships and to work with our partners to source outstanding and great value wine for our customers with a growing digital dimension to our operations.

Strategic report for the year ended 2 July 2021 (continued)

Considering the interests of stakeholders

The Group is committed to developing its relationships with key stakeholders, including our employees and our suppliers of wine and other goods and services.

Employee loyalty has been a key driver of the Group's success and the Board (through the work of the People Committee) has put in place a number of initiatives to support employees' interests, including:

- Introduction of enhanced parental leave entitlements beyond statutory requirements.
- A charity partnership scheme in which employees have nominated a local charity with whom each local office carries out fundraising activities.
- Offering all UK employees the opportunity to take advantage of a flexible, tax efficient Payroll Giving scheme, through which individuals may opt to make regular donations to a charity or good cause of their choice.
- Ongoing commitment to Gender Pay equality.
- All employees (with the exception of some Board members) are members of the annual company profit share scheme, which is paid based on business performance.
- As part of our fiftieth anniversary celebrations, the directors awarded all employees an additional day's annual leave (to be taken on or around each employee's birthday) as an ongoing benefit.
- Introduction of wellness sessions with a particular emphasis on the challenges posed by the ongoing pandemic and implications on the working environment.
- Increased learning and development opportunities across a wide range of topics.
- A new benefit of a gift of a case of champagne given to any employee for their wedding.

We consider our long-term relationships with wine suppliers to be a strategic point of difference from our competitors, and we aim to connect our suppliers directly with our customers through events and social media. In order to ensure these relationships remain strong, and to demonstrate their importance to the Group, we have a policy that every Board member should aim to accompany a buying trip at least once a year although this has not been possible this year due to Covid-19 related travel restrictions.

Across our supplier base, we want to be known as a reliable customer. Our Payment Practice Reports demonstrate that we pay invoices much faster than the national average, and we continue to review our published results together with those of our competitors to ensure that our payment policies are industry-leading. We engage suppliers based on trust, openness and shared values, and our formal Supplier Take On process includes consideration of compliance with relevant policies on matters such as Modern Slavery, Anti-Bribery and Corruption and business ethics.

Section 172(1) statement

Under the Companies (Miscellaneous Reporting) Regulations 2018, we are required to publish a statement which sets out how the Board of Directors fulfils its duties under s.172 of the Companies Act 2006 to have regard for the long-term success of the company (Direct Wines Holdings Limited) and the interests of its stakeholders. The Board's approach to fulfilling these duties is set out below.

The role of the Board

The Board's primary responsibility is to promote the long-term success of the Direct Wines group of companies by creating and delivering sustainable value to shareholders. The delivery of the business's long-term plan relies on building and maintaining positive relationships with a wide range of stakeholders (examples of relevant activities are set out below). The Board seeks to achieve this plan by formally setting out its strategy during the annual budget and long-term planning process, monitoring performance against those targets and reviewing the implementation of the strategy by the executive management team.

Strategic report for the year ended 2 July 2021 (continued)**Section 172(1) statement (continued)****Board Governance**

We aim to establish and maintain Board structures which conform with corporate governance best practice while remaining appropriate to the size and structure of our Group.

The Board of Directors includes all of our shareholders (the founders and their three sons), two Independent Non-Executive Directors and two Executive Directors. Our Non-Executive Directors are independent at the time of their appointment and their independence is also monitored throughout their tenure – selection is carried out through an open search conducted by reputable firms against a full brief. The size and composition of the Board is appropriate to our business, reflecting the family heritage and ownership as well as benefiting from wider experience in large and small business, including publicly-owned and family-owned companies.

The Board has two Co-Chairs, one of whom is a family member and one of whom is an Independent Non-Executive, who is also the Chair of a listed plc. The role of the Co-Chairs is separate from that of the Chief Executive, in order to ensure that there is an effective balance of responsibilities, decision-making and accountability.

Directors undergo appropriate training to ensure they are aware of and equipped to meet their statutory duties as well as possessing an appropriate level of knowledge of new and emerging legislation to be able to lead the business effectively and in a compliant way. In recent years, the Board has completed a number of targeted training sessions in response to new legislative requirements. These include matters which are specific to their role as company directors and their s.172 duty, as well as pieces of legislation which present specific risk to a direct-to-consumer wine merchant, such as the Modern Slavery Act and the General Data Protection Regulation. In recognition of the increasing threat facing our business, a cyber-security training session was completed with the Board during the current financial year.

While many key decisions which affect the day-to-day management of the business are appropriately delegated to executive management, Board oversight is always maintained, with each Board member having a clear understanding of their individual accountability and responsibility for decisions which are taken.

Some of the duties of the Board are also executed via subcommittees chaired by Board members. These include the Audit Committee and the People Committee, which covers the functions of a remuneration committee and a nominations committee, as well as considering succession planning both within the shareholders' family and in the key executive management roles in the wider business. We believe that these subcommittees allow the Board to challenge and directly influence a broad range of areas across the business.

We have an Internal Governance Policy which sets out items which are reserved for Board-level decision-making, items which may be delegated and the level of delegation. This ensures that the key areas for decision-making and compliance are considered in a structured and timely way. The policy is reviewed at every Board meeting to ensure it remains appropriate.

All Board meetings are scheduled at least a year in advance. Formal Board meetings are held at least every two months, but Board documentation is prepared and circulated monthly, irrespective of whether there is a meeting. This documentation seeks to provide information on all key aspects of business performance, and includes standard elements such as financial results, non-financial KPIs, relevant industry/market news, updates on opportunities, risks and strategic initiatives (which are agreed by the Board as part of the annual Budget and Three Year Planning process) and some regular compliance matters (for example a health and safety report and a whistleblowing report). Board documentation may also include one-off papers to cover specific agenda items as required, for example our bi-annual payment practices reporting, gender pay statistics and other compliance matters. The Co-Chairs and the Executives meet regularly to ensure that the Board agenda is complete and that all appropriate topics are covered.

Strategic report for the year ended 2 July 2021 (continued)

Section 172(1) statement (continued)

Activities of the Board during the financial year

All board decisions take into account their potential impact on different stakeholders; board papers include stakeholder views that have been gathered to allow informed decision-making. We recognise that different groups of stakeholders are impacted by, or may benefit from, decisions made by the board in different ways. The Board recognises that directors must act both collectively and individually in a way that they consider, in good faith, to be most likely to promote the success of the business for the benefit of its members as a whole, with regard to all its stakeholders and to the matters set out in paragraphs (a) to (f) of Section 172 of the Companies Act 2006. Examples of these duties are set out below:

| A director of a company must...have regard (amongst other matters) to - | Evidence |
|---|--|
| (a) The likely consequence of any decision in the long-term | During the current financial year, the Board agreed a new Group Strategy to provide overarching direction to guide the business and clarifying where to focus our investment and our people. The Board subsequently approved investments to support this via our annual budgeting and long-term planning process, which included funding for a major refresh to Laithwaites branding (completed during the financial year) with further rollout to our other markets scheduled for September 2021. Other long-term investments included upgrades to our global website architecture and warehouse management system in the UK. We will shortly conclude a multi-year project to bring all our businesses onto the same ERP system which will facilitate our ambition to grow. The simplification of the group's internal financing and hedging continued during the period. The intra-group loans primarily created on the formation of Direct Wines Finance Ltd and Direct Wines International Ltd were consolidated. |
| (b) The interests of the company's employees | <p>The Board has kept the wellbeing and development of employees at the heart of decision-making during the pandemic. Throughout the financial year, funding has been allocated to provide practical support, including the provision of advice on effective working from home and home-schooling, and a number of professional mental health and wellbeing seminars (including daily sessions during Mental Health Week).</p> <p>The Board has introduced development initiatives such as our Leadership Standard, a tool to drive positive behaviours among our staff, aligned with our core values, which we term Doing Things Beautifully. The Leadership Standard is an element of each employee's Personal Development Plan. The Board also set up a series of voluntary development sessions open to all employees ("Lunch and Learn") - the sessions have been led by Board members, members of the wider management teams and guest speakers, and have covered a wide range of topics intended to promote a better understanding of how our business works and give employees more opportunity to ask questions directly of our senior leaders. Attendance at these sessions has been excellent with more than 150 attendees regularly joining the calls.</p> <p>The Board also established a groupwide working party to survey employee opinion on ways of working beyond the pandemic, which resulted in the approval of a new hybrid working policy. The aim of the policy is to balance a clear wish from employees for more flexible arrangements than were available previously, with the business' desire to maintain and expand our culture which evolves from the kind of day-to-day interactions (both formal and informal) which can only occur when people meet face-to-face. The policy will go live as soon as Covid-19 restrictions are eased in our different markets and is likely to evolve as practical issues of hybrid working become clearer. This also led us to invest in reconfiguring the office space in Theale to allow for more collaborative workspaces for the future.</p> |

Strategic report for the year ended 2 July 2021 (continued)

Section 172(1) statement (continued)

Activities of the Board during the financial year (continued)

| A director of a company must...have regard (amongst other matters) to - | Evidence |
|--|---|
| <p>(c) and (d)</p> <p>The need to foster the company's business relationships with suppliers, customers and others; and</p> <p>The impact of the company's operations on the community and the environment</p> | <p>The Board agreed a Corporate Social Responsibility programme to integrate with the Group Strategy. A key element of this is to reduce our environmental impact across our supply chain by working with our suppliers towards a common goal of reaching Net Zero emissions by 2035. We are already reviewing contracts with suppliers to align with our sustainability goals and ethical outlook. The CSR programme will also include the establishment of a support fund for our smaller producers to provide funding, time and expertise as they move to sustainable wine production, aligned with our own sustainability objectives.</p> <p>Although the programme is at an early stage, other elements already agreed include an exercise to benchmark our environmental impact against other businesses in our sector as well as industry leaders, setting appropriate milestones along our journey to Net Zero in all markets, and investments in approved Carbon Offsetting Schemes in the UK and the USA. A pilot project has been authorised to minimise the use of glass in our supply chain.</p> <p>The Board is passionate about our role as a responsible wine retailer and has championed a sustainable approach in our own production businesses for many years. However, the integration of environmental responsibility with our Global Strategy demonstrates the Board's wider commitment to engage with stakeholders across our supply chain and build a more sustainable future for the industry.</p> |
| <p>(e)</p> <p>The desirability of the company maintaining a reputation for high standards of business conduct</p> | <p>The Board is proud of our reputation for good conduct and we seek to maintain this through good works both locally and nationally. During the current financial year the Board, recognising the difficult conditions presented to French growers by severe spring frosts, authorised one of our regular advertising offers in the Sunday Times to be replaced by a message of support to growers and highlighting the issue for readers. We believe that this is an appropriate way for us to make a positive difference to growers, educate the wine-drinking public (not just our customers) and show our commitment to helping the wider industry.</p> <p>On a more local level, the Board was pleased to support the donation of a number of our used laptop computers in support of home-schooling efforts – this promotes recycling and benefits our local community. The Board also agreed to match funding raised by our offices in support of their local charity partners.</p> <p>As a means of demonstrating transparency, the Board has also agreed to invest in an independent audit of our tax contribution to the UK Exchequer with a view to including a public statement on our UK websites. Our priority is tax compliance rather than tax planning and we are proud of the contribution we make to the public finances. In the same spirit, and recognising that our business was not only surviving but growing during the course of the pandemic, the Board decided that it was correct for us to repay the UK Business Rates Relief which we had originally claimed, and to decline funding which was on offer under the government's furlough scheme.</p> |

Strategic report for the year ended 2 July 2021 (continued)

Section 172(1) statement (continued)

Activities of the Board during the financial year (continued)

| A director of a company must...have regard (amongst other matters) to - | Evidence |
|---|---|
| (f) The need to act fairly as between the members of the company | The Group remains 100% family-owned and the founders and their three children are equal shareholders as well as directors. The wider family is represented through a Family Council whilst the Board contains a number of Independent Non-Executive Directors. These arrangements ensure that all shareholders are fairly represented when the Board makes decisions. |

Additional information on the Group's activities is given in the Co-Chairmen's Statement on page 2.

On behalf of the Board



D B Gates
Director

22 September 2021

Directors' report for the year ended 2 July 2021

The directors present their annual report and the audited consolidated financial statements of the Group and Direct Wines Holdings Limited (the "Company") for the year ended 2 July 2021.

Results and dividends

The Group's profit for the financial period was £13,591,000 (2020: £2,422,000). Subsequent to the year end, the directors declared a final dividend of £2,496,098 (£49.33 per share) in respect of the period ended 2 July 2021 (2020: £1,599,972 £31.62 per share). Dividends paid in the year amounted to £1,599,972 in respect of the period ended 3 July 2020 (2020: £1,599,972). In addition, an interim dividend £599,610 (£11.85 per share) in respect of the period ended 2 July 2021 was paid. Further information is provided in Note 11.

Future developments

The future developments of the Company are disclosed in the Strategic Report.

Directors

The directors, who held office during the period and up to the date of signing the financial statements, are given below:

| | |
|-------------------|--|
| B A Laithwaite | President |
| H J H Laithwaite | Co-Chairman |
| A J Porter | Co-Chairman |
| A H G Laithwaite | Founder |
| A J Clifford-King | Non-executive |
| W W Laithwaite | Non-executive |
| T A E Laithwaite | Non-executive |
| D B Gates | CEO (appointed 1 st September 2020) |
| J W H Weir | CFO |
| D A Thatcher | CEO (resigned 2 nd November 2020) |

Directors' and officers' liability insurance

The Group maintains liability insurance for its directors and officers. Following shareholder approval, the Group has also provided an indemnity for its directors, which is a qualifying third-party indemnity provision for the purposes of the Companies Act 2006. This was in force during the financial period and at the date of approval of the financial statements.

Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of changes in liquidity risk, foreign exchange risk, interest rate risk and credit risk. The Group has a risk management programme that limits the adverse effect of these financial risks on the financial performance of the Group.

The risk management policies are set by the Board of directors and implemented by the Group's finance department. The policies provide specific guidelines to manage liquidity risk, foreign exchange risk, interest rate risk and credit risk and circumstances where it would be appropriate to use financial instruments to manage these risks. Further details are provided in Note 22.

Directors' report for the year ended 2 July 2021 (continued)**Political and charitable contributions**

The Group made charitable donations of £52,158 (2020: £192,466). The main donation of £41,614 was to Drinkaware (2020: £87,466 to Drinkaware). A further non-charitable donation to support the local community of £150,000 was made during the year (2020: £Nil). No political donations were made during the period (2020: £Nil).

Employee Engagement Statement

The Board has always believed in open dialogue between themselves, senior management and employees. The necessity for, and the importance of, good communications and relations with all employees is well recognised and accepted throughout the Group. Employees are encouraged to discuss with management factors affecting the Group and any matters about which they are concerned. Suggestions from employees aimed at improving the Group's performance are encouraged.

In addition, the Board takes account of employees' interests when making decisions and employees are informed regularly of the Group's performance, both operational and financial, by way of monthly intranet updates and quarterly presentations by Board members. During the Covid-19 disruption, these communications have been supplemented by weekly emails giving updates on developments with government advice and our own working conditions, and the quarterly presentations have been held as online sessions.

The Board recognises the benefits of this engagement with employees in developing a productive and creative working environment, and a shared sense of pride in the success of the business. The annual engagement survey measures employee satisfaction with the business as a whole as well as in each department. All feedback is considered at Board level to ensure that business policies and practices are aligned with our purpose and values. In the current financial year, the survey included specific questions aimed at determining the impact of changes to working conditions resulting from Covid-19 and to seek feedback on actions the business has taken to respond to the pandemic.

All employees participate in the group's annual Management Bonus Scheme and are rewarded based on the profitability and customer growth of the business in the financial year.

The Group also supports the employment of persons with disability wherever possible, through recruitment and by retention of those who suffer disability during their employment, and generally through training, career development and promotion.

Statement of engagement with suppliers, customers and others in a business relationship with the company

The Board recognises its duty to have regard for a wide range of stakeholder groups.

Customers

The Group focuses on developing long term customer relationships. The success of the business rests on our ability to ensure that we understand what our customers want from us, meeting those needs and where there are opportunities for us to improve.

The Group measures itself against the strictest industry benchmarks for customer service. We are proud to have been assessed as outstanding by the UK Institute of Customer Service. Direct feedback from our customers in the form of our 'Excellent' Trustpilot rating also reflects our success in achieving this demanding goal. Our commitment to customer satisfaction is underlined by our "no questions asked" Money Back Guarantee.

In a normal year, events such as the Vintage Festival and Laithwaites Live give us the opportunity to engage face-to-face with many of our customers. We compensated for the cancellation of those events by holding a large number of smaller virtual events via social media. We also provided regular service updates via our website and emails, and received many compliments from customers for keeping them supplied during lockdown.

Directors' report for the year ended 2 July 2021 (continued)

Statement of engagement with suppliers, customers and others in a business relationship with the company (continued)

Suppliers

The Board regards our relationships with wine suppliers as a point of strategic difference from our competitors. These long-standing partnerships have been a cornerstone of our ability to continue to trade during the recent Covid-19 disruption. During this time, the Group has made early payment of invoices to a number of suppliers who were experiencing financial difficulties.

With the cancellation of most of our events programme we compensated for the loss of face-to-face contact between our customers and suppliers with virtual events, including tastings and video profiles of suppliers on our websites and in digital marketing.

Across our wider supplier base (including winemakers, distribution partners and suppliers of other non-wine goods and services), the Board is keen that we are known as a reliable customer. The Board reviews our published Payment Practice Reports against national averages to ensure that we maintain high standards.

Other stakeholders

The Board understands that as a wine maker and alcohol retailer, the Group has a responsibility to make customers aware of the need to enjoy alcohol responsibly. We give our support, both financial and in terms of time and expertise, to initiatives such as Drinkaware in the UK. We also take an active role in trade associations such as the Wine and Spirit Trade Association to ensure that we play our part in the way that the drinks trade addresses such issues.

The Group embraces its responsibility to support the local community beyond its role as an employer and our offices raise funds directly for local charities chosen by our employees. Recognising our commitments to our charity partners and also to our employees who had nominated them to receive support, the Board authorised the business to make substantial donations in lieu of the opportunity to conduct normal fundraising during the Covid-19 pandemic. Additionally, we joined the Blue Light initiative.

The Group is committed to meeting all of its regulatory and compliance obligations, to maintaining the highest standards and to the promotion of good practice in the prevention of bribery, corruption and malpractice (including criminal tax evasion). We are proud to be recognised by HMRC as a business with a low risk in relation to UK taxation. We have published our Tax Strategy, describing our approach of prioritising tax compliance over tax planning. We are aware that HMRC has a particular focus on reducing the cost of Duty Fraud to the Exchequer, and we recognise our obligation to ensure that all the alcohol we sell is fully traceable and that all relevant taxes have been paid.

Streamlined Energy and Carbon Reporting

Calculation methodology

The Company (Direct Wines Holdings Limited) has no assets or employees that consume energy or generate carbon emissions, although other Group companies do.

Direct Wines Limited is the only subsidiary company in the Group that is required to report its energy consumption and emissions under the Streamlined Energy and Carbon Reporting (SECR) framework. Averys of Bristol Limited is not individually required to report. However, our results include the operations of both Direct Wines Limited and Averys of Bristol Limited on the basis that the Gloucester Distribution Centre is a shared facility and both companies are under the common ownership of Direct Wines Holdings Limited. The boundary for this reporting covers the activities of the Group at all UK-based sites with the boundary exceeding that required for SECR compliance.

Greenhouse Gas (GHG) emissions have been quantified according to the GHG Protocol, Corporate Accounting and Reporting Standard following the operational control approach. Following the closure of three of its sites, as of the end of the reporting period, Direct Wines Limited operates 10 leased buildings. 7 types of greenhouse gases are included in the Kyoto Protocol and are required for reporting under the GHG Protocol. The following are included - carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons, sulphur hexafluoride, nitrogen trifluoride. The total emissions are measured in metric tonnes of carbon dioxide equivalent.

Directors' report for the year ended 2 July 2021 (continued)

Streamlined Energy and Carbon Reporting (continued)

Calculation methodology (continued)

All of the categories are calculated using the 2021 BEIS Greenhouse Gas factors for the full operating year as instructed by BEIS for a July to June financial year. The carbon footprint below shows the "locational" footprint based on energy consumed.

Building energy consumption data is based on metered consumption sourced from energy bills for all sites with the exception of the Theale office. This was deemed to be a "leased asset" due to the lack of operational control. The footprint of this building is therefore not included within the calculated scope 1 and 2 footprint.

Where there is a lack of data, estimations have been made primarily in the use of Private/Hire vehicles used on company business as well as company owned transport, amounting to around 12% of the total footprint. Private/Hire vehicle footprint has been estimated using a known mileage and a generic carbon conversion factor. Data for an onsite shunter was not available for 2020/21 and so has used the 2019/20 data for consumption. This represents 4% of the locational footprint.

The Group engaged a specialist carbon footprinting consultant from Spring Environmental Limited to support the calculation of GHG emissions and ensure compliance with the SECR requirements and GHG Protocol methodologies.

| Energy Consumption | | 2020/21 (kWh) | 2019/20 (kWh) |
|--|---|---------------------------------------|---------------------------------------|
| Fossil Fuels in stationary combustion | | 235,938 | 198,777 |
| Electricity | | 2,161,626 | 1,886,536 |
| Fuel used for transport purposes (Group operated vehicles) | | 27,003 | 54,381 |
| Fuel used in personal/hire cars on business use | | 98,564 | 218,589 |
| Total Energy Consumption | | 2,523,131 | 2,358,283 |
| | | | |
| Carbon Footprint | Scope | 2020/21 (tonnes CO ₂ e) | 2019/20 (tonnes CO ₂ e) |
| Emissions from stationary combustion | 1 | 43.2 | 36.5 |
| Emissions from combustion of fuel for transport purposes (Group operated vehicles) | 1 | 6.4 | 13.9 |
| | | | |
| Fugitive Emissions | 1 | - | - |
| Total Scope 1 emissions | | 49.6 | 50.4 |
| Electricity consumption | 2 | 459.0 | 439.8 |
| Total Scope 2 emissions | | 459.0 | 439.8 |
| Emissions from the fuel used in personal/hire cars on business use | 3 | 24.2 | 56.0 |
| Upstream impacts from stationary fossil fuel use and electricity production | 3 | 48.0 | 42.7 |
| Total Scope 3 emissions | | 72.2 | 98.7 |
| Total Carbon Footprint | | 580.8 | 588.9 |
| | | | |
| Intensity ratio | Tonnes CO₂e/£'000 revenue | 0.0018 | 0.0024 |

Directors' report for the year ended 2 July 2021 (continued)

Streamlined Energy and Carbon Reporting (continued)

Energy efficiency action taken during the period

Due to the pandemic having a significant impact on operations, including extended hours at the Gloucester Distribution Centre to meet customer demand, the only significant energy efficiency action taken during the financial year was to replace a diesel van for a hybrid model at the Averys of Bristol site.

Statement of directors' responsibilities in respect of the financial statements

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 group and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 group and company and of the profit or loss of the group 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 102 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 group and company will continue in business.

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

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

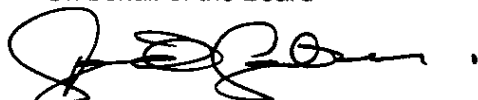
In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

On behalf of the Board



DB Gates
Director

22 September 2021

Independent auditors' report to the members of Direct Wines Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Direct Wines Holdings Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 2 July 2021 and of the group's profit and the group's cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 Consolidated and Company balance sheets as at 2 July 2021; the Consolidated income statement, the Consolidated statement of comprehensive income, the Consolidated statement of cash flows, the Consolidated and Company statements of changes in equity for the year 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 group 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

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 group's and 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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

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

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.

Independent auditors' report to the members of Direct Wines Holdings Limited (continued)

Reporting on other information (continued)

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 our work undertaken in the course of the audit, the Companies Act 2006 requires 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 year ended 2 July 2021 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 group and company and their 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 in respect of the financial statements, 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

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.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches in respect of local and international tax legislation, employment laws, data protection, health and safety and industry laws governing the sale of alcohol, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact

Independent auditors' report to the members of Direct Wines Holdings Limited (continued)

Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results, specifically revenue. Audit procedures performed by the engagement team included:

- Discussions held with management, including consideration of known or suspected instances of non-compliance with laws and regulations;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Identifying and testing journal entries based on our risk assessment and evaluating whether there was evidence of management bias that represents a risk of material misstatement due to fraud; and
- Incorporating elements of unpredictability into the audit procedures performed

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 obtained 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 company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Sotiris Kroustis (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
22 September 2021

Consolidated income statement for the year ended 2 July 2021

| | Note | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--------------------------------------|------|---|---|
| Revenue | 4 | 448,100 | 362,391 |
| Cost of sales | | (264,495) | (216,189) |
| Gross profit | | 183,605 | 146,202 |
| Distribution costs | | (22,493) | (17,617) |
| Administrative expenses | | (149,362) | (127,248) |
| Other operating income | | 3,187 | 718 |
| Operating profit | 5 | 14,937 | 2,055 |
| Finance income | 6 | 6 | 65 |
| Finance costs | 7 | (137) | (93) |
| Profit before income tax | | 14,806 | 2,027 |
| Income tax (expense)/income | 10 | (1,215) | 395 |
| Profit for the financial year | | 13,591 | 2,422 |

The results for the year ended 2 July 2021 are derived entirely from continuing operations.

Consolidated statement of comprehensive income for the year ended 2 July 2021

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--|---|---|
| Profit for the financial year | 13,591 | 2,422 |
| Other comprehensive (expense)/income: | | |
| - Currency translation differences | (4,882) | 802 |
| - Changes in fair value of cash flow hedges | (2,118) | 1,215 |
| - Tax on Other comprehensive (expense)/income | 396 | (244) |
| Other comprehensive (expense)/income for the year, net of tax | (6,604) | 1,773 |
| Total comprehensive income for the year | 6,987 | 4,195 |

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Company income statement. The profit for the Company for the financial year was £52,147,000 (2020: profit of £1,000).

Consolidated balance sheet as at 2 July 2021

| | | 2 July 2021 | 3 July 2020 |
|--|------|----------------|----------------|
| | Note | £'000 | £'000 |
| Fixed assets | | | |
| Intangible assets | 12 | 27,963 | 31,938 |
| Property, plant and equipment | 13 | 18,178 | 16,775 |
| Total fixed assets | | 46,141 | 48,713 |
| Current assets | | | |
| Inventories | 15 | 58,706 | 44,410 |
| Trade and other receivables | 16 | 19,373 | 22,350 |
| Cash at bank and in hand | 17 | 56,759 | 73,070 |
| Total current assets | | 134,838 | 139,830 |
| Trade and other payables | 18 | (98,369) | (110,659) |
| Net current assets | | 36,469 | 29,171 |
| Total assets less current liabilities | | 82,610 | 77,884 |
| Provisions for liabilities | 19 | (2,317) | (2,378) |
| Net assets | | 80,293 | 75,506 |
| Capital and reserves | | | |
| Called up share capital | 23 | 51 | 51 |
| Hedging reserve | | (997) | 725 |
| Retained earnings | | 81,239 | 74,730 |
| Total equity | | 80,293 | 75,506 |

The notes on pages 24 to 52 are integral part of these financial statements.

The financial statements on pages 18 to 52 were approved by the Board of directors on 22nd September 2021 and were signed on its behalf by:



W W Laithwaite
Director
Direct Wines Holdings Limited
Registered number: 06574767

Company balance sheet as at 2 July 2021

| | Note | 2 July 2021 £'000 | 3 July 2020 £'000 |
|--|------|----------------------|----------------------|
| Fixed assets | | | |
| Investments | 14 | 2,703 | 2,703 |
| Current assets | | | |
| Trade and other receivables | 16 | 51,852 | 1,000 |
| Cash at bank and in hand | | 1 | 1 |
| Total current assets | | 51,853 | 1,001 |
| Trade and other payables | 18 | (980) | (75) |
| Net current assets | | 50,873 | 926 |
| Total assets less current liabilities | | 53,576 | 3,629 |
| Net assets | | 53,576 | 3,629 |
| Capital and reserves | | | |
| Called up share capital | 23 | 51 | 51 |
| Retained earnings | | 53,525 | 3,578 |
| Total equity | | 53,576 | 3,629 |

The financial statements on pages 18 to 52 were approved by the Board of directors on 22nd September 2021 and were signed on its behalf by:



W W Laithwaite
Director
Direct Wines Holdings Limited
Registered number: 06574767

Consolidated statement of changes in equity for the year ended 2 July 2021

| | Called up share capital £'000 | Retained earnings £'000 | Hedging Reserve £'000 | Total Equity £'000 |
|--|-------------------------------------|-------------------------------|-----------------------------|--------------------------|
| Balance as at 28 June 2019 | 51 | 73,106 | (246) | 72,911 |
| Profit for the financial year | - | 2,422 | - | 2,422 |
| Other comprehensive income/(expense) for the year: | | | | |
| - Currency translation differences on net investment in foreign operations | - | 802 | - | 802 |
| - Cash flow hedge net of tax | - | - | 971 | 971 |
| Total comprehensive income for the year | - | 3,224 | 971 | 4,195 |
| Dividends paid | - | (1,600) | - | (1,600) |
| Total transactions with owners, recognised directly in equity | - | (1,600) | - | (1,600) |
| Balance as at 3 July 2020 | 51 | 74,730 | 725 | 75,506 |
| Profit for the financial year | - | 13,591 | - | 13,591 |
| Other comprehensive income/(expense) for the year: | | | | |
| - Currency translation differences on net investment in foreign operations | - | (4,882) | - | (4,882) |
| - Cash flow hedge net of tax | - | - | (1,722) | (1,722) |
| Total comprehensive income for the year | - | 8,709 | (1,722) | 6,987 |
| Dividends paid | - | (2,200) | - | (2,200) |
| Total transactions with owners, recognised directly in equity | - | (2,200) | - | (2,200) |
| Balance as at 2 July 2021 | 51 | 81,239 | (997) | 80,293 |

Company statement of changes in equity for the year ended 2 July 2021

| | Called up share capital £'000 | Retained earnings £'000 | Total Equity £'000 |
|--|-------------------------------------|-------------------------------|--------------------------|
| Balance as at 28 June 2019 | 51 | 5,177 | 5,228 |
| Profit for the financial year | - | 1 | 1 |
| Total comprehensive income for the year | - | 1 | 1 |
| Dividends paid | - | (1,600) | (1,600) |
| Total transactions with owners, recognised directly in equity | - | (1,600) | (1,600) |
| Balance as at 3 July 2020 | 51 | 3,578 | 3,629 |
| Result for the financial year | - | 52,147 | 52,147 |
| Total comprehensive income for the year | - | 52,147 | 52,147 |
| Dividends paid (Note 11) | - | (2,200) | (2,200) |
| Total transactions with owners, recognised directly in equity | - | (2,200) | (2,200) |
| Balance as at 2 July 2021 | 51 | 53,525 | 53,576 |

Consolidated statement of cash flows for the year ended 2 July 2021

| | Note | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|---|------|---|---|
| Net cash inflow from operating activities | 24 | 2,818 | 49,330 |
| Taxation paid | | (3,133) | (665) |
| Net cash generated from operating activities | | (315) | 48,665 |
| Cash flow from investing activities | | | |
| Interest received | | 6 | 65 |
| Sale of property, plant and equipment | | 4 | 65 |
| Purchase of intangible assets | | (4,517) | (4,174) |
| Purchase of property, plant and equipment | | (5,630) | (4,861) |
| Net cash used in investing activities | | (10,137) | (8,905) |
| Cash flow from financing activities | | | |
| Interest paid | | (137) | (93) |
| Equity dividends paid to shareholders | | (2,200) | (1,600) |
| Net cash used in financing activities | | (2,337) | (1,693) |
| Net (decrease)/increase in cash and cash equivalents | | (12,789) | 38,067 |
| Cash and cash equivalents at the beginning of the year | | 65,375 | 26,726 |
| Exchange (losses)/ gains on cash and cash equivalents | | (2,118) | 582 |
| Cash and cash equivalents at the end of the year | | 50,468 | 65,375 |
| Cash and cash equivalents consist of | | | |
| Cash at bank and in hand | | 56,759 | 73,070 |
| Bank overdrafts | | (6,291) | (7,695) |
| Cash and cash equivalents | | 50,468 | 65,375 |

Notes to the financial statements for the year ended 2 July 2021

1 General information

Direct Wines Holdings Limited is a private company limited by shares and is incorporated in England. The address of its registered office is One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW.

The principal activity of the Group is the importing, production and distribution of wines. The principal activity of the Company is that of a holding company.

2 Statement of compliance

The group and individual financial statements of Direct Wines Holdings Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"); and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These consolidated and separate financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3(v).

Direct Wines Holdings Limited, as parent company of the Group, has taken exemption from disclosure of its individual income statement and statement of comprehensive income under section 408 of the Companies Act 2006.

Financial period

The financial statements are made up to the Friday nearest to 30 June each year. Periodically this results in a financial period of 53 weeks. The current accounting period is for the 52-week period ended 2 July 2021. The previous accounting period was for the 53 weeks ended 3 July 2020.

In accordance with the provisions of para 390 (3) of Companies Act 2006 these financial statements are presented as those in relation to the financial year.

(b) Going concern

The Group has a strong cash position and expects to have sufficient liquidity to meet all its obligations in full including capital expenditure and distributions for the foreseeable future. As at 2 July 2021 the Group had undrawn debt facilities amounting to £32.5m and it held £56.8m of cash and cash equivalents. Based on the Group's resources, the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(c) Exemption for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions have been complied with, including notification of and no objection to the use of exemptions by the Company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. The Direct Wines Holdings Limited parent entity can take exemptions in its standalone financial statements.

As a qualifying entity, the Company has taken advantage of the following exemptions:

- i) from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102;
- ii) from the requirement to present certain financial instrument disclosures, as required by sections 11 and 12 of FRS 102;
- iii) from the requirement to present a reconciliation of the number of shares outstanding at the beginning and end of the period as required by paragraph 4.12(a)(iv) of FRS 102; and
- iv) from the requirement to disclose the key management personnel compensation in total as required by paragraph 33.7 of FRS 102.

(d) Basis of consolidation

The Group's consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings together with the Group's share of the results of its joint ventures made up to 2 July 2021.

(i) Investments in subsidiaries

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the Group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which give it control of the financial and operating policies of the entity it accounts for that entity as a subsidiary.

Where a subsidiary has different accounting policies to the Group, adjustments are made to those subsidiary financial statements to apply the Group's accounting policies when preparing the consolidated financial statements.

Investments in subsidiary undertakings are stated at cost, including those costs associated with the acquisitions, less provision for any impairment in value. Where events or changes in circumstances indicate that the carrying amount of an investment may not be recoverable, an impairment review is performed. An impairment write down is recognised to the extent that the carrying amount of the asset exceeds the higher of the fair value less cost to sell and value in use.

Any subsidiary undertakings sold or acquired during the year are included up to, or from, the dates of change of control.

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated income statement. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(d) Basis of consolidation (continued)

(ii) Investments in joint venture

Investments in joint arrangements can take the form of jointly controlled operations, jointly controlled assets, or jointly controlled entities. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Direct Wines Holdings Limited has a joint venture classified as a jointly controlled entity.

Interests in jointly controlled entities are accounted for using the equity method (mentioned below) after initially being recognised at cost in the consolidated balance sheet.

Under the equity method of accounting, the investments are initially recognised at cost (including transaction costs) and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the profit or loss. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy "Impairment of non-financial assets" mentioned later in this note.

The Group and the Company has taken advantage of the transition exemption under paragraph 35.10(f) FRS 102 in respect of measurement of investments in subsidiaries and joint venture on the date of transition to FRS 102 (28 June 2014) and measure investment at their existing carrying value (which can be determined to be deemed cost).

(e) Exemption from audit by parent guarantee

Under Section 479A of the Companies Act 2006, exemptions from an audit of the financial statements for the financial year ending 2 July 2021 have been taken by companies stated below.

| Company Name | Registered number |
|------------------------------------|--------------------------|
| Direct Wines Limited | 01095091 |
| Averys of Bristol Limited | 00376920 |
| Direct Wines International Limited | 02987166 |
| Direct Wines Europe Limited | 08532287 |
| Direct Wines Finance Limited | 06932033 |
| Ecosse Services Ltd | 12477150 |

As required, the Company guarantees all outstanding liabilities to which the subsidiary companies listed above are subject at the end of the financial year, until they are satisfied in full and the guarantee is enforceable against the parent undertaking by any person to whom the subsidiary companies listed above is liable in respect of those liabilities.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the Group and value added taxes.

The Group recognises revenue when (a) the significant risks and rewards of ownership have been transferred to the buyer which is generally upon delivery; (b) the Group retains no continuing involvement or control over the goods; (c) the amount of revenue can be measured reliably; (d) it is probable that future economic benefits will flow to the entity and (e) when the specific criteria relating to each of the Group's sales channels have been met, as described below.

Revenue for tastings is recognised when the service is provided.

Revenue for annual subscription services is recognised evenly over the subscription period.

Franchise fees included within revenue are recognised as they accrue under the terms of the franchise agreements.

(g) Employee benefits

The Group provides a range of benefits to employees, including paid holiday arrangements and defined contribution pension plans.

(i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

(ii) Defined contribution pension scheme

The Group operates defined a contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the consolidated balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(h) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

- Computer software 3 to 7 years

Amortisation is charged to Administrative expenses in the consolidated income statement and commences at the earlier of when the asset is brought into use or the asset is available to use.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Costs associated with maintaining computer software are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- the expenditure attributable to the software during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Goodwill arising on acquisition represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair values to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

Goodwill is amortised over its expected useful life of 15 – 25 years as, in the opinion of the directors, this represents the period over which the goodwill is effective. Goodwill is assessed for impairment on an annual basis and any impairment is charged to the consolidated income statement. Reversals of impairment are recognised when the reasons for the impairment no longer apply.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(i) Business combinations and goodwill

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued plus the costs directly attributable to the business combination. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities.

In accordance with Section 35.10(a) of FRS 102, Section 19 of FRS 102 has not been applied in these financial statements in respect of business combinations affected prior to the date of transition 28 June 2014.

(j) Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs.

Depreciation is provided on all property, plant and equipment, other than freehold land, using the straight-line method, to allocate the depreciable amount to its estimated residual value over its expected useful life, as follows:

| | |
|---|--|
| Land and Buildings | |
| - Freehold land | not depreciated |
| - Freehold properties | over 50 years |
| - Improvements to freehold properties | over 5 to 10 years |
| - Short leasehold property improvements and shop premiums | the shorter of the lease life and 10 years |
| Computer hardware and furniture and fittings | over 3 to 10 years |
| Assets in the course of construction | not depreciated |
| Warehouse fixtures and fittings | over 7 years |
| Motor vehicles | over 1 to 4 years |

Repairs, maintenance and minor inspection costs are expensed as incurred.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the consolidated income statement.

(k) Leased assets

At inception the Group assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(k) Leased assets (continued)

(i) Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Rentals payable under operating leases are charged in the consolidated income statement on a straight-line basis over the lease term.

(ii) Lease incentives

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments.

Incentives received to enter into an operating lease are credited to the consolidated income statement, to reduce the lease expense, on a straight-line basis over the period of the lease.

The Group has taken advantage of the exemption in respect of lease incentives on leases in existence on the date of transition to FRS 102 (28 June 2014) and continues to credit such lease incentives to the consolidated income statement over the period to the first review date on which the rent is adjusted to market rates.

(l) Inventories

Finished goods, goods for resale, work in progress, raw materials and consumables are stated at the lower of cost or estimated selling price less cost to sell. Inventories are recognised as an expense in the period in which the related revenue is recognised.

Cost is determined using the first-in first-out method for under bond stock and weighted average method for stock which is duty paid. Cost includes the purchase price, including taxes, duties, transport and handling directly attributable to bringing the inventory to its present location and condition.

At the end of each reporting period inventories are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell and an impairment charge is recognised in the consolidated income statement. Where a reversal of the impairment is recognised, the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the consolidated income statement.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(m) Foreign currency

(i) Functional and presentation currency

The Group and Company financial statements are presented in Pound Sterling and rounded to thousands.

The Group and Company's functional currency is Pound Sterling.

(ii) Transaction and balances

Foreign currency transactions are translated into the functional currency of the respective trading entity 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.

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 the consolidated income statement except when deferred in 'Other Comprehensive Income'.

(iii) Translation

The trading results of Group undertakings are translated into Pound Sterling at the average exchange rates for the year. The assets and liabilities of overseas undertakings, including goodwill and fair value adjustments arising on acquisition, are translated at the exchange rates ruling at the year end. Exchange adjustments arising from the retranslation of opening net investments and from the translation of the profits or losses at average rates are recognised in 'Other comprehensive (expense)/income'.

(n) Production cost

Wine production costs borne directly by the Group are allocated to specific products and are added to the direct costs of the wine when it is purchased. Costs relating to products not delivered by the period end are carried forward in the consolidated balance sheet as work in progress.

(o) Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short-term deposits with an original maturity date of three months or less, held for the purpose of meeting short-term cash commitments and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(q) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the consolidated income statement, 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.

(ii) Deferred tax

Deferred tax arises from timing differences, with the exception of goodwill arising on acquisition, 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.

Deferred tax assets and deferred tax liabilities are offset where there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(r) Impairment of non-financial assets

At each balance sheet date, non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication, the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the consolidated income statement, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the consolidated income statement.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the consolidated income statement.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(s) Provisions and contingencies

(i) Provisions

Provisions are recognised when the Group 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.

(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 Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

(t) Financial instruments

The Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the consolidated income statement.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the consolidated income statement.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(t) Financial instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow Group companies, are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(iv) Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. Subject to the paragraph below 'Hedging arrangements', changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate. All derivatives are included in assets when their value is positive and liabilities when their fair value is negative after taking account of any master netting agreements in place.

(v) Hedging arrangements

The Group applies hedge accounting in respect of forward foreign exchange contracts held to manage the cash flow exposures of forecast transactions denominated in foreign currencies.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the Consolidated income statement.

The gain or loss recognised in other comprehensive income is reclassified to the income statement when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

Notes to the financial statements for the year ended 2 July 2021 (continued)

3 Summary of significant accounting policies (continued)

(u) Related party transactions

The Group 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 Group financial statements.

(v) Critical accounting judgements and estimation uncertainty

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) Critical judgements in applying the company's accounting policies

a) Derivative financial instruments

Judgement is exercised when determining the key assumptions used in valuing the forward foreign currency purchase and sale contracts. Management have decided to value derivative financial instruments at the forward market values of purchase and sale contracts. The key assumptions used in valuing the forward purchase and sale contracts are the closing exchange rates on the London foreign exchange markets and independent third-party pricing services.

(ii) Key accounting estimates and assumptions

The Group 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.

a) Impairment of intangible assets and goodwill

The Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified the recoverable value requires estimation of the future cash flows and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

b) Useful economic lives of tangible assets and intangible assets

The annual depreciation and amortisation charge for tangible and intangible 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 physical condition of the assets. See note 12 for the carrying amount of the intangible assets, note 13 for the carrying amount of the property plant and equipment, and notes 3(h) and 3(j) for the useful economic lives for each class of assets.

Notes to the financial statements for the year ended 2 July 2021 (continued)

4 Revenue

The Group's revenue was all derived from its principal activity. In the directors' opinion, it would be seriously prejudicial to the interests of the Group to disclose an analysis of turnover by geographical market.

5 Operating profit

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--|---|---|
| Operating profit is stated after charging/(crediting): | | |
| Depreciation charge for the period | 3,316 | 3,050 |
| Amortisation of goodwill | 1,197 | 1,267 |
| Amortisation of other intangible assets | 6,042 | 6,094 |
| Inventory recognised as an expense (included in 'cost of sales') | 184,328 | 148,247 |
| Impairment of inventory (included in 'cost of sales') | 245 | 196 |
| Operating lease rentals | 3,701 | 3,274 |
| Services provided by the company's auditors | | |
| - fees payable for audit of group undertakings | 203 | 162 |
| - fees payable for the audit of the Company | 80 | 67 |
| - tax advisory services | 88 | 90 |
| - other services | 3 | 5 |

6 Finance income

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|------------------|---|---|
| On bank deposits | 6 | 65 |

Notes to the financial statements for the year ended 2 July 2021 (continued)

7 Finance costs

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|------------------------------|---|---|
| On bank loans and overdrafts | 137 | 93 |

8 Employee information

The average monthly number of persons (including the executive directors) employed by the Group during the period was:

| | 52 week period ended 2 July 2021 | 53 week period ended 3 July 2020 |
|--------------------------|--|--|
| By activity | Number | Number |
| Office and management | 475 | 442 |
| Selling and distribution | 504 | 493 |
| | 979 | 935 |

Staff costs for the above persons comprised:

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|-------------------------------|---|---|
| Wages and salaries | 47,027 | 39,372 |
| Social security costs | 4,020 | 3,538 |
| Other pension costs (note 27) | 1,577 | 1,473 |
| | 52,624 | 44,383 |

Included in the above, are staff costs of £3,450,661 (2020: £3,494,423) which have been capitalised into intangible assets as part of the cost of development of software assets. These costs are included in "Software under construction" and "Computer software".

Notes to the financial statements for the year ended 2 July 2021 (continued)

9 Directors' emoluments

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|----------------------|---|---|
| Aggregate emoluments | 2,829 | 2,648 |

In the current period retirement benefits are accruing to 1 director (2020: 1) under the Group's defined contribution scheme. The contribution paid was £833 (2020: £10,000).

Highest paid director

The highest paid director's emoluments were as follows:

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|----------------------|---|---|
| Aggregate emoluments | 768 | 1,300 |

Key management compensation

Key management includes the directors and members of senior management. The compensation paid or payable to key management for employee services is shown below:

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--|---|---|
| Salaries and other short-term benefits | 5,128 | 4,694 |
| Post-employment benefits | 54 | 60 |
| | 5,182 | 4,754 |

Notes to the financial statements for the year ended 2 July 2021 (continued)

10 Income tax expense

(a) Tax expense/(income) included in profit or loss

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|---|---|---|
| Current tax | | |
| - UK Corporation tax on profits for the year | 2,977 | 1,106 |
| - Foreign corporation tax on profits for the year | 1,585 | (1,479) |
| - Adjustments in respect of prior periods | (640) | 140 |
| Total current tax expense/(income) | 3,922 | (233) |
| Deferred tax | | |
| Origination and reversal of timing differences: | | |
| - UK | (801) | (658) |
| - Foreign tax | (2,341) | 569 |
| Adjustments in respect of prior periods | 743 | (79) |
| Impact of change in tax rate | (308) | 6 |
| Total deferred tax income (Note 19) | (2,707) | (162) |
| Income tax expense/(income) | 1,215 | (395) |

(b) Tax charge included in other comprehensive income

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--|---|---|
| Deferred tax | | |
| - Origination and reversal of timing differences | (479) | 248 |
| - Adjustments in respect of prior periods | 21 | - |
| - Impact of change in tax rate | 62 | (13) |
| Total tax expense/(income) included in other comprehensive income | (396) | 235 |

Notes to the financial statements for the year ended 2 July 2021 (continued)

10 Income tax expense (continued)

(c) Reconciliation of tax charge

The tax assessed for the period is lower (2020: lower) than the standard rate of corporation tax in the UK for the period ended 2 July 2021 of 19% (2020: 19%).

The differences are explained below:

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|--|---|---|
| Profit before income tax | 14,806 | 2,027 |
| Profit multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%) | 2,813 | 385 |
| Effects of: | | |
| Expenditure not allowable for tax purposes | 1,404 | 80 |
| Income not taxable | (1,213) | (13) |
| Fixed assets ineligible for capital allowance | 93 | 24 |
| Overseas difference in tax rates | 551 | (571) |
| Overseas tax losses utilised | (826) | (367) |
| Adjustments in respect of prior periods | 103 | 61 |
| Overseas Deferred tax asset recognised | (1,405) | - |
| Other permanent differences | 3 | - |
| Deferred tax, change in tax rates | (308) | 6 |
| Income tax expense/(income) | 1,215 | (395) |

(d) Tax rate changes

The standard rate of corporation tax in the UK for this accounting period is 19%

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly.

The deferred taxes have been calculated based on these rates, reflecting the expected timing of reversal of the related timing differences (2020: 19%).

Notes to the financial statements for the year ended 2 July 2021 (continued)

11 Dividends

| | 52 week period ended 2 July 2021 £'000 | 53 week period ended 3 July 2020 £'000 |
|---|---|---|
| 2019 Final dividend paid £31.62 per share | - | 1,600 |
| 2020 Final dividend paid £31.62 per share | 1,600 | - |
| 2021 Interim dividend paid £11.85 per share | 600 | |
| Total dividend paid | 2,200 | 1,600 |

Subsequent to the year end, the directors declared a final dividend of £2,496,098 (£49.33 per share) in respect of the period ended 2 July 2021 (2020: £1,599,972, £31.62 per share). Dividends paid in the year amounted to £1,599,972 in respect of the period ended 3 July 2020 (2020: £1,599,972) and interim dividend of £599,610 in respect of the period ended 2 July 2021.

12 Intangible assets

| Group | Goodwill on acquisition £'000 | Other Intangible Assets £'000 | Software under construction £'000 | Computer Software £'000 | Total £'000 |
|--|-------------------------------------|--|--|-------------------------------|----------------|
| Cost | | | | | |
| At 3 July 2020 | 34,337 | 432 | 1,550 | 36,681 | 73,000 |
| Additions | - | 31 | 4,486 | - | 4,517 |
| Disposals | - | - | - | (82) | (82) |
| Assets brought into use | - | - | (5,007) | 5,007 | - |
| Translation differences | (3,099) | (4) | - | - | (3,103) |
| At 2 July 2021 | 31,238 | 459 | 1,029 | 41,606 | 74,332 |
| Accumulated amortisation and impairment | | | | | |
| At 3 July 2020 | 21,107 | 154 | - | 19,801 | 41,062 |
| Amortisation charge for the period | 1,197 | 57 | - | 5,985 | 7,239 |
| Disposals | - | - | - | (42) | (42) |
| Translation differences | (1,885) | (5) | - | - | (1,890) |
| At 2 July 2021 | 20,419 | 206 | - | 25,744 | 46,369 |
| Net book value | | | | | |
| At 2 July 2021 | 10,819 | 253 | 1,029 | 15,862 | 27,963 |
| At 3 July 2020 | 13,230 | 278 | 1,550 | 16,880 | 31,938 |

The Company has no intangible assets.

Notes to the financial statements for the year ended 2 July 2021 (continued)

13 Property, plant and equipment

| Group | Land and buildings | | Computer hardware and furniture and fittings | Assets in course of construction | Warehouse fixtures and fittings | Motor vehicles | Total |
|---------------------------------|---------------------|---|--|----------------------------------|---------------------------------|----------------|---------------|
| | Freehold properties | Short leasehold property improvements and shop premiums | | | | | |
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| Cost | | | | | | | |
| At 3 July 2020 | 7,051 | 9,225 | 7,205 | 4,947 | 9,045 | 183 | 37,656 |
| Additions | 645 | 644 | 764 | 479 | 2,995 | - | 5,527 |
| Disposals | - | (304) | (1,213) | - | (901) | (8) | (2,426) |
| Assets brought into use | 40 | 315 | 127 | (498) | 16 | - | - |
| Translation differences | (249) | (74) | (187) | (473) | (217) | (10) | (1,210) |
| At 2 July 2021 | 7,487 | 9,806 | 6,696 | 4,455 | 10,938 | 165 | 39,547 |
| Accumulated depreciation | | | | | | | |
| At 3 July 2020 | 1,266 | 7,499 | 5,501 | - | 6,507 | 108 | 20,881 |
| Charge for the period | 184 | 472 | 835 | - | 1,791 | 34 | 3,316 |
| Disposals | - | (304) | (1,212) | - | (901) | (8) | (2,425) |
| Translation differences | (51) | (28) | (143) | - | (174) | (7) | (403) |
| At 2 July 2021 | 1,399 | 7,639 | 4,981 | - | 7,223 | 127 | 21,369 |
| Net book value | | | | | | | |
| At 2 July 2021 | 6,088 | 2,167 | 1,715 | 4,455 | 3,715 | 38 | 18,178 |
| At 3 July 2020 | 5,785 | 1,726 | 1,704 | 4,947 | 2,538 | 75 | 16,775 |

The cost of land included within freehold properties is not depreciated.

The Company has no property, plant and equipment.

Notes to the financial statements for the year ended 2 July 2021 (continued)

14 Investments

| Company | Shares in subsidiaries £'000 |
|--|---------------------------------|
| Cost and net book value at 3 July 2020 and 2 July 2021 | 2,703 |

Details of all subsidiary undertakings are as follows:

| Subsidiary | Registered office | Class of holding | Proportion held | Nature of business |
|---|---|------------------|-----------------|--------------------|
| Direct Wines Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100% | Sale of wine |
| Averys of Bristol Limited | 9A Culver Street, Bristol, BS1 5LD | Ordinary | 100% | Sale of wine |
| Direct Wines Finance Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100% | Financing company |
| Direct Wines International Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100% | Holding company |
| DW USA Holdings Inc. | 50 N Water Street, Norwalk, Connecticut, 06854, USA | Ordinary | 100%* | Holding company |
| SLJ Group Inc. | 28188 N. Ballard Drive, Lake Forest, IL 60045, USA | Ordinary | 100%* | Sale of wine |
| Archway Partnerships Inc. | 50 N Water Street, Norwalk, Connecticut, 06854, USA | Ordinary | 100%* | Business Services |
| Ecosse Services Ltd | The Old Brewery House 86 New Street, Henley-On-Thames, Oxfordshire, RG9 2BT | Ordinary | 100%* | IT Services |
| Direct Wines Australia Holdings Pty Limited | Piper Alderman, Level 16, 70 Franklin Street, Adelaide SA 5000, Australia | Ordinary | 100%* | Holding company |
| St Andrews Vineyard Pty Limited | Piper Alderman, Level 16, 70 Franklin Street, Adelaide SA 5000, Australia | Ordinary | 100%* | Production of wine |
| Handcrafted Wines Limited | Piper Alderman, Level 16, 70 Franklin Street, Adelaide SA 5000, Australia | Ordinary | 100%* | Production of wine |
| Wine People Pty Limited | Piper Alderman, Level 16, 70 Franklin Street, Adelaide SA 5000, Australia | Ordinary | 100%* | Sale of wine |
| Direct Wines Source Australia Pty Ltd | Piper Alderman, Level 16, 70 Franklin Street, Adelaide SA 5000, Australia | Ordinary | 100%* | Production of wine |
| Direct Wines France Holdings SARL | 8 Route de Sainte Colombe, 33350 Saint Magne de Castillon, France | Ordinary | 100%* | Holding company |
| Bordeaux Direct 1969 SARL | 7-9 Quai Camille Pelletan, 33350, Castillon la Bataille, France | Ordinary | 100%* | Production of wine |
| Direct Wines (Castillon) SARL | 8 Route de Sainte Colombe, 33350 Saint Magne de Castillon, France | Ordinary | 100%* | Production of wine |
| SCI de Colombe | 7-9 Quai Camille Pelletan, 33350, Castillon la Bataille, France | Ordinary | 100%* | Production of wine |

Notes to the financial statements for the year ended 2 July 2021 (continued)

14 Investments (continued)

| Subsidiary | Registered office | Class of holding | Proportion held | Nature of business |
|--|--|------------------|-----------------|--------------------|
| SCEA L'Enclos Vert | 8 Route de Sainte Colombe, 33350, Saint Magne de Castillon, France | Ordinary | 100%* | Production of wine |
| SCEA du Domaine du Bois | 8 Route de Sainte Colombe, 33350, Saint Magne de Castillon, France | Ordinary | 100%* | Production of wine |
| Direct Wines Cyprus Limited | 41-49 Agiou Nicolaou, Nimeli court, 3rd floor, 1408 Nicosia, Cyprus | Ordinary | 100%* | Holding Company |
| Redgrape Business Services Private Limited | Office No. 106, 1 st Floor, Mayfair Tower-I, S. No. 28, TP Scheme, Bhamburda, Shivajinagar, Pune, 411005, India | Ordinary | 100%* | IT Services |
| Direct Wines Europe Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100%* | Holding Company |
| Laithwaites AG | c/o Format A, Wiesenstrasse 9, 8008 Zurich, Switzerland | Ordinary | 100%* | Non-Trading |
| Laithwaites GmbH | Prielmayerstrasse 3, 80335 Munich, Germany | Ordinary | 100%* | Non-Trading |
| Bordeaux Direct Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100%* | Dormant |
| Direct Wines (Windsor) Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100%* | Dormant |
| Laithwaites Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100%* | Dormant |
| Laithwaites Wine Limited | One Waterside Drive, Arlington Business Park, Theale, Berkshire, RG7 4SW | Ordinary | 100%* | Dormant |

* held indirectly

The Company also has an investment in the following joint venture:

| Undertaking | Registered office | Class of holding | Proportion held | Nature of business |
|------------------------------------|--|------------------|-----------------|--------------------|
| Wine Soc. of India Private Limited | Office No. 108, 1 st Floor, Hiranandani Ind Estate, Onkar Indus Premises CHS Opp Kanjurmarg Rly Station (W), Mumbai - 400 078 | Ordinary | 33.3%* | Non-Trading |

* held indirectly

Given the underlying net liability position of the joint venture, the carrying value of the Group's interest is £Nil (2020: £Nil).

Notes to the financial statements for the year ended 2 July 2021 (continued)

15 Inventories

| Group | 2 July 2021 £'000 | 3 July 2020 £'000 |
|-------------------------------------|----------------------|----------------------|
| Raw materials and consumables | 1,615 | 1,849 |
| Work in progress | 11,772 | 8,509 |
| Finished goods and goods for resale | 45,319 | 34,052 |
| | 58,706 | 44,410 |

The amount of inventories recognised as an expense during the year was £184,327,974 (2020: £148,246,504).

Inventories are stated after provisions for impairment of £1,865,073 (2020: £1,618,460).

The difference between the carrying amount of inventory and the replacement cost was £518,901 (2020: £287,456).

The Company holds no inventory (2020: £Nil).

16 Trade and other receivables

| | Group | | Company | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | 2 July 2021 £'000 | 3 July 2020 £'000 | 2 July 2021 £'000 | 3 July 2020 £'000 |
| Amounts falling due within one year | | | | |
| Trade receivables | 10,695 | 15,418 | - | - |
| Corporation tax | 736 | 1,654 | - | - |
| Deferred tax asset | 3,272 | - | - | - |
| Other receivables | 237 | 245 | - | - |
| Derivative financial instruments (note 21) | 738 | 1,713 | - | - |
| Amounts owed by group undertakings | - | - | 51,852 | 1,000 |
| Prepayments and accrued income | 3,695 | 3,320 | - | - |
| | 19,373 | 22,350 | 51,852 | 1,000 |

Trade and other receivables are stated after provisions for impairment of £266,242 (2020: £366,769). Deferred tax asset includes amounts falling due after one year.

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

17 Cash at bank and in hand

Included in Cash at bank and in hand is a balance of £776,081 (2020: £849,691) relating to advance payments received from customers. The corresponding creditor to customers is included in accruals.

Notes to the financial statements for the year ended 2 July 2021 (continued)

18 Trade and other payables

| | Group | | Company | |
|--|---------------|----------------|-------------|-------------|
| | 2 July 2021 | 3 July 2020 | 2 July 2021 | 3 July 2020 |
| Amounts falling due within one year | £'000 | £'000 | £'000 | £'000 |
| Bank loans and overdrafts | 6,291 | 7,695 | - | - |
| Trade payables | 34,529 | 42,011 | - | - |
| Corporation tax | 794 | 787 | - | - |
| Other taxation and social security | 7,725 | 17,062 | - | - |
| Other payables | 2,509 | 1,866 | - | - |
| Derivative financial instruments (note 21) | 1,992 | 868 | - | - |
| Amounts owed to group undertakings | - | - | 980 | 75 |
| Accruals and deferred income | 44,529 | 40,370 | - | - |
| | 98,369 | 110,659 | 980 | 75 |

Of the bank loans and overdraft balance, £6,291,000 (2020: £7,695,000) related to amounts held under cash pooling arrangements where the overdrawn balances are offset by credit positions on other accounts. The overdraft balances are repayable on demand.

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

19 Provisions for liabilities

| | Group Deferred tax provision £'000 |
|--|--|
| At 3 July 2020 | 2,378 |
| Credit to the income statement | (2,707) |
| Credited to the other comprehensive income | (395) |
| Reclassified to Deferred Tax asset (note 16) | 3,272 |
| Translation differences | (231) |
| At 2 July 2021 | 2,317 |

The Company had no deferred tax provision at 2 July 2021 (2020: £Nil).

Notes to the financial statements for the year ended 2 July 2021 (continued)

20 Deferred taxation

Deferred taxation recognised in the financial statements and the amount not recognised of the total potential assets are as follows:

| Group Deferred tax asset | Not recognised | | Recognised | |
|---|----------------------|----------------------|----------------------|----------------------|
| | 2 July 2021 £'000 | 3 July 2020 £'000 | 2 July 2021 £'000 | 3 July 2020 £'000 |
| The effect of timing differences because of: | | | | |
| Accelerated capital allowances | - | 68 | (198) | - |
| Other timing differences | - | 167 | 2,892 | - |
| Tax losses carried forward | - | 789 | 236 | - |
| Derivative financial instruments | - | - | 342 | - |
| Deferred tax asset | - | 1,024 | 3,272 | - |

| Group Deferred tax liability | 2 July 2021 £'000 | 3 July 2020 £'000 |
|---|----------------------|----------------------|
| | | |
| The effect of timing differences because of: | | |
| Accelerated capital allowances | (4,058) | (4,530) |
| Other timing differences | 1,741 | 2,060 |
| Tax losses carried forward | - | 266 |
| Derivative financial instruments | - | (174) |
| Deferred tax provision | (2,317) | (2,378) |

The unrecognised deferred tax asset would be recognised in the event that its recovery was considered to be more likely than not.

The net deferred tax asset expected to reverse in 2022 is £327k and primarily relates to the reversal of timing differences on acquired tangible assets.

The Company had no deferred tax provision at 2 July 2021 (2020: £Nil).

Notes to the financial statements for the year ended 2 July 2021 (continued)

21 Financial instruments

The Group has the following financial instruments:

| | Note | 2 July 2021 | 3 July 2020 |
|---|------|---------------|---------------|
| | | £'000 | £'000 |
| Financial assets measured at fair value through other comprehensive income: | | | |
| Derivative financial instruments | 16 | 738 | 1,713 |
| Financial assets that are debt instruments measured at amortised cost: | | | |
| Trade receivables | 16 | 10,695 | 15,418 |
| Other receivables | 16 | 237 | 245 |
| | | 10,932 | 15,663 |
| Financial liabilities measured at fair value through other comprehensive income: | | | |
| Derivative financial instruments | 18 | 1,992 | 868 |
| Financial liabilities measured at amortised cost | | | |
| Bank loans and overdraft | 18 | 6,291 | 7,695 |
| Trade payables | 18 | 34,529 | 42,011 |
| Accruals and deferred income | 18 | 44,529 | 40,370 |
| Other payables | 18 | 2,509 | 1,866 |
| | | 87,858 | 91,942 |

Derivative financial instruments – Forward contracts

The Group enters into forward foreign currency contracts to mitigate the exchange rate risk for certain foreign currency payables. In accordance with Board-approved treasury policies, foreign exchange contracts in the current period include foreign exchange forwards and foreign exchange swaps which are arranged with approved market counterparties. At 2 July 2021, the outstanding contracts all mature within 24 months (2020: 24 months) of the year end.

The forward currency contracts are measured at fair value, which is determined using valuation techniques that utilise observable inputs. The key inputs used in valuing the derivatives are the forward exchange rates for GBP:USD and GBP:EUR. The fair value of the forward-foreign currency contracts is a net liability £1,254,000 (2020: asset £845,000). During the year, a net hedging loss of £2,100,000 (2020: profit of £1,194,000) was recognised in other comprehensive income for changes in the fair value of cash flow hedges.

The notional principal amounts of the outstanding forward foreign exchange contracts at 2 July 2021 were £117,253,422 (2020: £97,823,258).

The hedged highly probable forecast transactions denominated in foreign currency are expected to occur at various dates during the next 24 months. Gains and losses recognised in the hedging reserve in equity on forward foreign exchange contracts as of 2 July 2021 are recognised in the income statement in the period or periods during which the hedged forecast transaction affects the income statement. This is within 24 months of the end of the reporting period.

Notes to the financial statements for the year ended 2 July 2021 (continued)

22 Financial risk management

Risk Management

The Board approves prudent treasury policies and delegates certain responsibilities including changes to treasury policies and the implementation of risk strategy to the Audit Committee. Senior management directly controls day-to-day treasury operations on a centralised basis. The treasury function is not permitted to speculate in financial instruments. Its purpose is to identify, mitigate and hedge treasury-related financial risks inherent in the Group's business operations. To do this, the Group can enter into a range of financial instruments including foreign exchange contracts and interest rate swaps to protect against currency and interest rate risk.

The primary treasury-related financial risks faced by the Group are:

(a) Market risk

(i) *Foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar, Australian dollar and the Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

Management has set up a policy to require Group companies to manage their foreign exchange risk against their functional currency. To manage their foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, entities in the Group use forward contracts. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

(ii) *Interest rate risk*

Currently the Group has no net borrowings and therefore the interest rate risk is limited.

(b) Credit risk

The Direct Wines Group is exposed to credit related losses in the event of non-performance by counterparties to financial instruments. Board-approved investment policies and relevant debt facility agreements provide counterparty investment limits to mitigate against counterparty credit risk. The Group maintains a prudent split of cash and cash equivalents across market counterparties, operating within counterparty investment limits. The Group monitors counterparty credit ratings on a daily basis.

(c) Liquidity risk

Liquidity risk is the risk that the Group is not able to meet its financial obligations as they fall due.

The Group produces short- and long-term forecasts which enable management to conclude that the Group's cash and committed debt facilities are sufficient to fund its forecast financial commitments, and that covenant terms are likely to be met.

The Group maintains an experienced Treasury team to manage liquidity on a day-to-day basis. Robust controls, including regular management review, are in place to ensure that debt facility terms are adhered to and that cash and cash equivalent investments are managed in line with the Group's Treasury Policy.

The Group maintains strong long-term relationships with its bankers, updating them regularly on business performance and future refinancing requirements, to ensure liquidity is managed in the near and longer term.

Notes to the financial statements for the year ended 2 July 2021 (continued)

23 Called up share capital

| | 2 July 2021 | 3 July 2020 |
|--|-------------|-------------|
| Group and company | £'000 | £'000 |
| Authorised | | |
| 1,000,000 (2020: 1,000,000) ordinary shares of £1 each | 1,000 | 1,000 |
| Allotted, issued and fully paid | | |
| 50,600 (2020: 50,600) ordinary shares of £1 each | 51 | 51 |

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

24 Net cash inflow from operating activities

| | Year ended 2 July 2021 | Year ended 3 July 2020 |
|--|---------------------------|---------------------------|
| | £'000 | £'000 |
| Operating profit for the year | 14,937 | 2,055 |
| Adjustments for: | | |
| Depreciation of property, plant and equipment | 3,316 | 3,050 |
| Amortisation of goodwill | 1,197 | 1,267 |
| Amortisation of other intangible assets | 6,042 | 6,094 |
| Impairment of intangible assets | - | - |
| Profit/(loss) on sale of property, plant and equipment | 38 | (47) |
| Working capital movements: | | |
| - Increase in inventories | (15,547) | (1,160) |
| - Decrease/(Increase) in trade and other receivables | 3,303 | (3,813) |
| - Increase/(Decrease) in trade and other payables | (10,468) | 41,884 |
| Net cash inflow from operating activities | 2,818 | 49,330 |

Analysis of changes in net debt

| | At 3 July 2020 | Cash flows | Fair value and Foreign Exchange movements | At 2 July 2021 |
|-------------------------------------|-------------------|-----------------|--|-------------------|
| | £'000 | £'000 | £'000 | £'000 |
| Cash at bank and in hand | 73,070 | (14,193) | (2,118) | 56,759 |
| Bank overdraft | (7,695) | 1,404 | - | (6,291) |
| Cash and cash equivalents | 65,375 | (12,789) | (2,118) | 50,468 |
| Derivative financial instruments | 845 | 579 | (2,678) | (1,254) |
| Total | 66,220 | (12,210) | (4,796) | 49,214 |

Notes to the financial statements for the year ended 2 July 2021 (continued)

25 Contingent liabilities

The Group has given indemnities to its bankers in respect of duty deferment guarantees made by the bank on behalf of the Group. At 2 July 2021 these amounted to £0.6m (2020: £0.6m).

The Group has given indemnities to its bankers in respect of other guarantees made by the bank on behalf of the Group. At 2 July 2021 these amounted to £226,000 (2020: £231,000).

The bank overdrafts and loan of the UK group undertakings are secured by cross guarantees between the UK group companies. At 2 July 2021 the potential liability of the Company was £6,291,000 (2020: £7,769,000).

In addition, as disclosed in note 3(e), the Company has given guarantees in respect of the liabilities of certain subsidiary companies.

26 Financial commitments

The Group had future minimum lease payments under non-cancellable operating leases for each of the following period:

| | 2 July 2021 £'000 | 3 July 2020 £'000 |
|---|----------------------|----------------------|
| Not later than one year | 2,856 | 3,905 |
| Later than one year but not later than five years | 12,952 | 12,890 |
| Later than five years | 9,190 | 12,021 |
| | 24,998 | 28,816 |

The Company had no capital or other commitments at 2 July 2021 (2020: £Nil).

27 Pension commitments

The Group companies operate defined contribution pension schemes whose assets are held separately from those of the companies in independently administered funds. The pension cost charge represents contributions payable by the Group and amounted to £1,577,000 (2020: £1,473,000). There were unpaid contributions at the period end of £213,000 (2020: £194,000).

Notes to the financial statements for the year ended 2 July 2021 (continued)

28 Related party transactions

During the year the Group purchased £52,000 (2020: £36,000) of goods from Harrow & Hope Limited, a company owned by H.J.H. Laithwaite, a director of the Company. The amount outstanding at the year end was £Nil (2020: £Nil). The Group also sold £3,000 (2020: £Nil) of goods to Harrow & Hope Limited. The amount due from this company to the Company at the year end was £Nil (2020: £Nil).

During the year the Group purchased £Nil (2020: £Nil) of goods from Wyfold Vineyard Limited, a company partly owned by B.A. Laithwaite and H.J.H. Laithwaite, directors of the Company. The amount outstanding at the year end was £Nil (2020: £Nil). The Group also sold £4,000 (2020: £Nil) of goods to Wyfold Vineyard Limited. The amount due from this company to the Company at the year end was £Nil (2020: £Nil).

During the year the Group purchased £157,000 (2020: £99,000) of goods from The Loose Cannon Brewing Company Limited, a company owned by W.W. Laithwaite, a director of the Company. The amount outstanding at the year end was £Nil (2020: £Nil). The Group also sold £24,000 (2020: £19,000) of goods to The Loose Cannon Brewing Company Limited. The amount due from this company to the Company at the year end was £4,000 (2020: £7,000).

During the year the Group purchased property in a value of £312,000 from H.J.H. Laithwaite, a director of the Company. The amount outstanding at year end was £Nil.

See note 9 for disclosure of the directors' emoluments and key management compensation.

29 Ultimate controlling party

The directors regard the Laithwaite family as the ultimate controlling party of the Company by virtue of their interest in the share capital of the Company.