

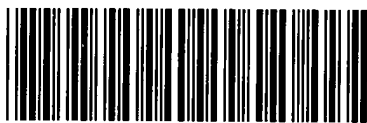
Registration number: 02313748

Southcorp XUK Limited

Annual report and unaudited financial statements

for the year ended 30 June 2020

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Southcorp XUK Limited

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Southcorp XUK Limited

Company information

Directors M J Young
 R J Parkinson

Registered office 9th Floor, Regal House
 70 London Road
 Twickenham
 TW1 3QS

Southcorp XUK Limited

Directors' report For the year ended 30 June 2020

The directors present their annual report on the affairs of Southcorp XUK Limited (the "company"), together with the unaudited financial statements, for the year ended 30 June 2020.

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption in accordance with section 415A of the Companies Act 2006; accordingly no Strategic report is presented.

Business review

The company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the period. The company is planned to be liquidated in the near future.

Profit and loss account

No profit and loss account is presented within these financial statements because the company has not received income, incurred expenditure or recognised any other items of comprehensive income during the accounting period under review. There have been no movements in shareholders' funds during the current or prior year and therefore no statement of changes in equity has been included.

Directors

The directors, who held office throughout the year and up to the date of signing of the financial statements, unless otherwise stated were as follows:

M J Young

R J Parkinson (appointed 17 December 2019)

F K Last (ceased 20 December 2019)

Going concern

Due to the intention to liquidate the company, the directors determined that the going concern basis of preparation (as applied in previous years) was no longer appropriate.

Accordingly the financial statements for the current and prior year have been prepared on a liquidation basis, rather than on a going concern basis. The directors applied the requirements of paragraph 25 of IAS 1 Presentation of Financial Statements which states that "When the financial report is not prepared on a going concern basis, that fact shall be disclosed, together with the basis on which the financial report is prepared and the reason why the entity is not regarded as going concern".

COVID-19

In December 2019, a novel strain of coronavirus disease (COVID-19) was reported in China and since then, COVID-19 has spread globally. The ongoing COVID-19 outbreak has resulted in many countries around the world imposing lockdowns, shelter-in-place orders, quarantines, restrictions on travel and mass gatherings, including the cancellation of trade shows and other events and the extended shutdown of non-essential businesses that cannot be conducted remotely. Up to the date of this report, the COVID-19 pandemic has not had a material impact on the financial results of the company.

Management have reviewed the potential impact of COVID-19 on the entity's business and do not expect significant impacts to the company in the foreseeable future.

Southcorp XUK Limited

Directors' report

For the year ended 30 June 2020 (continued)

Brexit

Following the recent decision by the UK population to exit, in due course, from the European Union ("Brexit"), the directors have considered whether or not this will manifest itself as an additional risk to the company. While it is difficult to predict the impact of an exit, there may be an impact on the way the company does business. The directors do not consider this to constitute a principal risk to the business however they will continue to monitor and assess it.

Events after the reporting date

Details of the events after the reporting date can be found in note 8.

Directors' indemnities

As permitted by the articles of association, the directors have the benefit of an indemnity (provided on a group wide basis via the ultimate parent, Treasury Wine Estates Limited) which is a qualifying third party indemnity provision as defined by section 236 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Treasury Wine Estates Limited also purchased and maintained throughout the year, directors' and officers' liability insurance in respect of itself and its directors.

Approved by the Board on 14/4/21 and signed on its behalf by:



M J Young
Director

9th Floor, Regal House
70 London Road
Twickenham
TW1 3QS

Southcorp XUK Limited

Directors' responsibilities statement

The directors acknowledge their responsibilities for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Southcorp XUK Limited

Balance sheet As at 30 June 2020

	Note	2020 \$ 000	2019 \$ 000
Current assets			
Trade and other receivables	5	<u>427,832</u>	<u>427,832</u>
Current liabilities			
Trade and other payables	6	<u>(14,499)</u>	<u>(14,499)</u>
Net assets		<u>413,333</u>	<u>413,333</u>
Capital and reserves			
Called-up share capital	7	<u>95,634</u>	<u>95,634</u>
Retained earnings	7	<u>317,699</u>	<u>317,699</u>
Total shareholders' funds		<u>413,333</u>	<u>413,333</u>

The company did not trade during the current and prior years and has made neither profit nor loss, nor any other comprehensive income. The company is a dormant company, as defined by the Companies Act 2006.

For the financial year ending 30 June 2020 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to small companies.

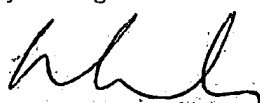
Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements of Southcorp XUK Limited (registration number: 02313748) were approved by the Board of Directors and authorised for issue on 14/4/21

They were signed on its behalf by:


M J Young
Director

Southcorp XUK Limited

Notes to the unaudited financial statements For the year ended 30 June 2020

1 General information

Southcorp XUK Limited (the "company") is a private company limited by share capital incorporated in England and Wales and domiciled in the United Kingdom.

The address of its registered office is:

9th Floor, Regal House

70 London Road

Twickenham

TW1 3QS

These financial statements are presented in Australian dollars because that is the currency of the primary economic environment in which the company operates. Amounts have been rounded to the nearest thousand dollars (\$000) except when otherwise indicated.

The company is dormant and intended to be liquidated in the near future.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Basis of accounting

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

Liquidation basis of preparation

On 24 November 2015 the company transferred its investment in Treasury Americas Inc. to its parent, Aldershot Nominees Pty Ltd, by the way of an in-specie dividend.

Prior to the transfer, the principal activities of the company were as a holding company. As such, at 30 June 2020 the company no longer held any interest in any subsidiary company and had no other operating activities. The board intends to realise the remaining assets and liabilities of the company and distribute any residual cash to shareholders in anticipation of voluntarily (solvent) winding-up of the company.

Due to the intention to liquidate the company, the directors determined that the going concern basis of preparation (as applied in previous years) was no longer appropriate.

Accordingly the financial statements for the current and prior year have been prepared on a liquidation basis, rather than on a going concern basis. The directors applied the requirements of paragraph 25 of IAS 1 Presentation of Financial Statements which states that "When the financial report is not prepared on a going concern basis, that fact shall be disclosed, together with the basis on which the financial report is prepared and the reason why the entity is not regarded as going concern".

Southcorp XUK Limited

Notes to the unaudited financial statements For the year ended 30 June 2020 (continued)

2 Accounting policies (continued)

Tax sharing arrangement

Southcorp XUK Limited is an Australian tax resident. As at 30 June 2020, the company is a wholly-owned entity in a tax consolidated group, with Treasury Wine Estates Limited as the head entity. As a consequence, all members of the tax consolidated group are taxed as a single entity.

Financial assets

The company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held to maturity, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates the designation at every reporting date. The company has no financial assets classified as at fair value through profit or loss, held to maturity, or available for sale.

Trade receivables

Receivables are initially recorded at fair value of the consideration received or receivable.

Receivables are classified as current assets.

Subsequent measurement of other non-current receivables occurs at amortised cost, where the nominal value is discounted to present value, using effective interest rate of the asset over the expected period of settlement.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets. Loans and receivables are included in intercompany loan receivable in the Balance sheet.

Impairment of financial assets

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

De-recognition of financial assets

The de-recognition of a financial asset takes place when the company no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party. The de-recognition of financial assets takes place when the rights to receive cash flow from the assets expire or have been transferred and the company has transferred substantially all the risks and rewards of ownership.

Financial liabilities

Financial liabilities are measured at fair value on initial recognition. For all financial liabilities not subsequently measured at fair value through the profit and loss, the transaction costs directly attributable to the acquisition of the financial liabilities are also recognised.

Southcorp XUK Limited

Notes to the unaudited financial statements For the year ended 30 June 2020 (continued)

2 Accounting policies (continued)

Trade payables

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 (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings

All loans and borrowings except for certain inter-entity loans and borrowings are non-interest bearing and are initially recognised at fair value and subsequently recorded at amortised cost, representing the present value of the loan, calculated using the effective interest rate of the loan or borrowing over its term. They are included in current liabilities. Costs incurred with borrowings are expensed to the profit and loss as they are incurred.

Called-up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3 Income statement

No profit and loss account is presented with these financial statements because the company has not received income or incurred expenditure during either the current or the preceding financial year.

There have been no movements in the shareholders' funds during the current or preceding financial year and therefore no statement of changes in equity has been included.

4 Directors' remuneration

The directors of the company are also directors of fellow subsidiaries within the group. The directors are remunerated by Treasury Wine Estates Vintners Limited and do not receive any emoluments from this company (2019: £nil). The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of fellow subsidiary companies.

There were no staff costs during the year (2019: \$nil).

The monthly average number of persons (including directors) employed by the company during the year was 2 (2019: 2).

Southcorp XUK Limited

Notes to the unaudited financial statements For the year ended 30 June 2020 (continued)

5 Trade and other receivables

	2020	2019
	\$ 000	\$ 000
Amounts owed by group undertakings	427,832	427,832

Amounts owed by group undertakings are unsecured, interest free and payable on demand.

6 Trade and other payables

	2020	2019
	\$ 000	\$ 000
Amounts owed to group undertakings	14,499	14,499

Amounts owed to group undertakings are unsecured, interest free and payable on demand.

7 Called-up share capital and reserves

	2020	2019
	\$ 000	\$ 000
Authorised		
100,000 ordinary shares of £1 each (translated at the historical rate of exchange of £1 = \$2.70)	270	270
44,900,000 ordinary shares of £1 each (translated at the historical rate of exchange of £1 = \$1.52)	68,556	68,556
	<u>68,826</u>	<u>68,826</u>
	2020	2019
	\$ 000	\$ 000
Allotted, called-up and fully paid		
86,992 ordinary shares of £1 each, fully paid (translated at the historical rate of exchange of £1 = \$2.70)	235	235
42,032,729 ordinary shares of £1 each, fully paid (translated at the historical rate of exchange of £1 = \$1.52)	63,870	63,870
	<u>64,105</u>	<u>64,105</u>
Other contributed equity	31,529	31,529
Total capital	<u>95,634</u>	<u>95,634</u>

Southcorp XUK Limited

Notes to the unaudited financial statements For the year ended 30 June 2020 (continued)

7 Called-up share capital and reserves (continued)

The company's other reserves are as follows:

Retained earnings

The retained earnings represents cumulative profits or losses, and any distributions to shareholders.

8 Events after the reporting date

There were no significant events after the balance sheet date.

9 Parent and ultimate parent undertaking

The company's ultimate parent company and controlling party, which is the parent undertaking of the smallest and largest group to consolidate the financial statements of the company, is Treasury Wine Estates Limited, a company incorporated in Australia, with its registered address at Level 8, 161 Collins Street, Melbourne, Victoria 3000, Australia.

Copies of the Treasury Wine Estates Limited financial statements can be obtained from its website <http://tweglobal.com>.

The company's immediate parent company is Treasury Wine Estates (UK) Holding Co Pty Ltd incorporated in Australia, with its registered address at Level 8, 161 Collins Street, Melbourne, Victoria 3000, Australia.

Registration number: 02313748

Southcorp XUK Limited

Supplementary financial report for the year ended 30 June 2020

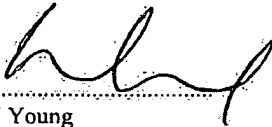
Southcorp XUK Limited

Directors' statement

The directors approve the annual report and unaudited financial statements for Southcorp XUK Limited for the year ended 30 June 2020 (F20 Financial Report), which is included at Appendix 1. The F20 Financial Report was prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework and complies with the Companies Act 2006 of the United Kingdom (UK).

While Southcorp XUK Limited was incorporated in the UK, it is also registered with the Australian Securities and Investments Commission (ASIC) as a foreign company. As a registered foreign company, Southcorp XUK Limited is required under section 601CK of the Corporations Act 2001 of Australia to lodge with ASIC a copy of its balance sheet, cash flow statement and profit and loss statement for each financial year.

As the F20 Financial Report was prepared on a reduced disclosure basis and did not include a cash flow statement and profit and loss statement, the directors present this supplementary financial report (which includes a cash flow statement and profit and loss statement) for the purpose of complying with the Company's obligations as a registered foreign company in Australia.



M J Young
Director

Southcorp XUK Limited

**Profit and loss account
for the year ended 30 June 2020**

	2020 \$ 000	2019 \$ 000
Turnover		
Cost of sales		
Gross profit/(loss)		
Administrative expenses		
Operating profit/(loss)		
Profit/(loss) before tax		
Tax on profit		
Profit/(loss) for the year		

Southcorp XUK Limited

Statement of cash flows for the year ended 30 June 2020

	2020 \$ 000	2019 \$ 000
Cash flows from operating activities		
Profit/(loss) for the year		
Net cash flow from operating activities		
Cash flows from investing activities		
Net cash flows from investing activities		
Cash flows from financing activities		
Net cash flows from financing activities		
Net increase/(decrease) in cash and cash equivalents		
Cash and cash equivalents at 1 July		
Cash and cash equivalents at 30 June		