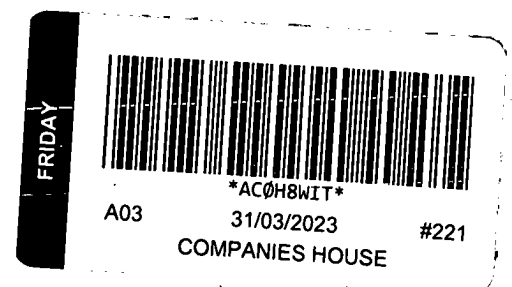


Registration number: 02313748

# Southcorp XUK Limited

Annual report and unaudited financial statements

for the year ended 30 June 2022



## **Southcorp XUK Limited**

### **Company information**

**Directors** M J Young  
R J Parkinson

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

## **Southcorp XUK Limited**

### **Directors' report**

**For the year ended 30 June 2022**

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 2022.

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, were as follows:

M J Young

R J Parkinson

#### **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 a going concern".

#### **Events after the reporting date**

There are no post balance sheet events to be disclosed for the current period.

#### **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.

**Southcorp XUK Limited**

**Directors' report  
For the year ended 30 June 2022 (continued)**

**Directors' indemnities (continued)**

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 28 March 2023 and signed on its behalf by:



.....  
M J Young  
Director

9th Floor, Regal House  
70 London Road  
Twickenham  
Middlesex  
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 (as explained in note 2 'Going concern', the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 2022

	Note	2022 \$ 000	2021 \$ 000
<b>Current assets</b>			
Trade and other receivables	6	<u>427,832</u>	<u>427,832</u>
<b>Current liabilities</b>			
Trade and other payables	7	<u>(14,499)</u>	<u>(14,499)</u>
<b>Net assets</b>		<u>413,333</u>	<u>413,333</u>
<b>Capital and reserves</b>			
Called-up share capital	8	95,634	95,634
Retained earnings	8	<u>317,699</u>	<u>317,699</u>
<b>Total shareholders' funds</b>		<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 2022 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 28 March 2023

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 2022**

#### **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  
Middlesex  
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 then 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 2022 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 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Tax sharing arrangement**

Southcorp XUK Limited is an Australian tax resident. As at 30 June 2022, 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 2022 (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 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

##### ***Critical judgements in applying the company's accounting policies***

The directors did not make any significant estimates or judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **4 Income statement**

No profit and loss account is presented with these financial statements because the company has not received income, incurred expenditure or recognised any other items of comprehensive income 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.

#### **5 Directors' remuneration**

The directors of the company are also directors of fellow subsidiaries within the group. The directors are remunerated by Treasury Wine Estates EMEA Limited and do not receive any emoluments from this company (2021: £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 (2021: \$nil).

## Southcorp XUK Limited

### Notes to the unaudited financial statements For the year ended 30 June 2022 (continued)

#### 5 Directors' remuneration (continued)

The monthly average number of persons (including directors) employed by the company during the year was 2 (2021: 2).

#### 6 Trade and other receivables

	2022	2021
	\$ 000	\$ 000
Amounts owed by group undertakings	<u>427,832</u>	<u>427,832</u>

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

#### 7 Trade and other payables

	2022	2021
	\$ 000	\$ 000
Amounts owed to group undertakings	<u>14,499</u>	<u>14,499</u>

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

#### 8 Called-up share capital and reserves

	2022	2021
	\$ 000	\$ 000
<b>Authorised</b>		
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)	<u>68,556</u>	<u>68,556</u>
	<u>68,826</u>	<u>68,826</u>

## Southcorp XUK Limited

### Notes to the unaudited financial statements For the year ended 30 June 2022 (continued)

#### 8 Called-up share capital and reserves (continued)

	2022	2021
	\$ 000	\$ 000
<b>Allotted, called-up and fully paid</b>		
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
<b>Total capital</b>	<u>95,634</u>	<u>95,634</u>

The company's other reserves are as follows:

#### *Retained earnings*

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

#### 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.