

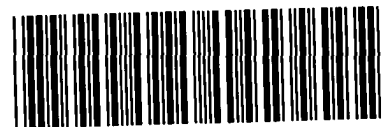
Registration number: 03517200

# Vinters Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019

THURSDAY



\*A9DSQN14\*

A20

17/09/2020

#308

COMPANIES HOUSE

## **Vinters Limited**

### **Contents**

	<b>Page (s)</b>
<b>Company Information</b>	<b>1</b>
<b>Strategic Report</b>	<b>2 to 3</b>
<b>Directors' Report</b>	<b>4 to 6</b>
<b>Independent Auditors' Report to the members of Vinters Limited</b>	<b>7 to 9</b>
<b>Balance Sheet</b>	<b>10</b>
<b>Statement of Changes in Equity</b>	<b>11</b>
<b>Notes to the Financial Statements</b>	<b>12 to 22</b>

## **Vinters Limited**

### **Company Information**

**Registered office** Moor Lane  
Derby  
Derbyshire  
DE24 8BJ

**Independent Auditors** PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Donington Court  
Pegasus Business Park  
Castle Donington  
East Midlands  
DE74 2UZ

## **Vinters Limited**

### **Strategic Report for the Year Ended 31 December 2019**

The Directors present their Strategic Report on Vinters Limited (the "Company") together with the audited financial statements for the year ended 31 December 2019.

#### **Principal activity**

Vinters Limited is a holding company. The Company had no activity during either the current or prior financial year.

#### **Business review**

The Company has not traded during the year or the preceding financial year. During these years, the Company received no income and incurred no expenditure and therefore made neither a profit or loss.

The net liabilities of the Company at 31 December 2019 were £10,000 (2018: net liabilities of £10,000).

The Company acts in accordance with policies set by Rolls-Royce Holdings plc. The Rolls-Royce Holdings plc group has an established, structured approach to risk management which is detailed in the Rolls-Royce Holdings plc group Annual Report which can be obtained from the address in note 9.

The Directors have determined that the principal risks and uncertainties facing the Company are as follows:

#### *Brexit*

Following the United Kingdoms ("UK") exit from the European Union ("EU") on 31 January 2020, the Directors continue to monitor the potential outcomes for the UK's future relationship with the EU through the Rolls-Royce steering group which has remained active during 2019 and will remain active until the outcome is clear and any necessary mitigation plans are in place. It is difficult to evaluate all of the potential implications on the Company and the wider economy. However, the Directors believe the Company has limited exposure to any Brexit implications as the Company has not traded in either the current or prior financial year and is not expected to do so in the foreseeable future. Further disclosures are given in the Rolls-Royce Holdings plc Annual Report which can be obtained from the address in note 9.

#### **Principal risks and uncertainties**

##### *Coronavirus pandemic*

The impact of the coronavirus pandemic (COVID-19) is considered to be minimal to the Company as it does not trade and its investments are fully impaired. The Company is reliant on support from its parent undertaking to settle any liabilities that may arise. The Directors have received written confirmation from the Company's parent undertaking as set out in the Going Concern section (note 2) that intercompany balances will not be sought for repayment by their parent undertaking and/or other members of the parent undertaking's group unless adequate financing has been secured.

##### *Financial risk management*

Despite holding investments in subsidiary companies, all of the Company's investment balances have been fully impaired to nil carrying value in previous years. The Company's net liabilities amount to £10,000 and relate to an intercompany creditor balance. The Company is reliant on support from its parent undertaking to settle any liabilities that may arise. The Directors have received written confirmation from the Company's parent undertaking as set out in the Going Concern section (note 2) that intercompany balances will not be sought for repayment by their parent undertaking and/or other members of the parent undertaking's group unless adequate financing has been secured.

#### **Key performance indicators**

Given the nature of the Company's activities, the Directors believe that key performance indicators are not necessary or appropriate in understanding the Company's specific development, performance or the position of the business.

## Vinters Limited

### Strategic Report for the Year Ended 31 December 2019 (continued)

#### Section 172(1) statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, Section 172 requires a director to have regard, amongst other matters, to the:

- likely consequences of any decisions in the long-term;
- the interests of the Company's employees;
- need to foster the Company's business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and environment;
- desirability of the Company maintaining a reputation for high standards of business conduct; and
- need to act fairly between members of the Company.

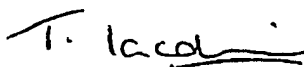
To discharge their Section 172 duties the Company's Directors had regard to the factors set out above in making the principal decisions taken by the Company.

The Company's key stakeholder is its immediate parent, Rolls-Royce plc. The Company's Directors believe that, individually and together, they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006 in the decisions taken during the year ended 31 December 2019.

From the perspective of the Company's Directors, as a result of the Rolls-Royce Holdings plc group governance structure, the Rolls-Royce Holdings plc Board of Directors have taken the lead in carrying out the duties of a board in respect of the Company's other stakeholders. The Company's Directors have also considered relevant matters where appropriate to the Company. As the Company is an immediate holding company and has not traded during the year ended 31 December 2019, consideration of the business relationships with the Company's wider stakeholders; the impact of the Company's operations on the environment and communities in which it operates; and the Company's compliance in relation to safeguarding of human rights and community relationships is not applicable.

Culture is a combination of the values, attitudes and behaviours demonstrated by the Company in its activities and relations with stakeholders. The Company embodies and demonstrates the desired culture of the Rolls-Royce Holdings plc group to maintain a reputation for high standards of business conduct through the adoption of the Group Policy manual which ensures that the Company embodies the philosophy to act with integrity and is trusted to deliver excellence. Further details on the Group Policy manual and the policies the Company adopts can be found in the Rolls-Royce Holdings plc Annual Report which are publicly available from the address in note 9.

Approved by the Board on 9 September 2020 and signed on its behalf by:



T Iacolino  
Director

## **Vinters Limited**

### **Directors' Report for the Year Ended 31 December 2019**

The Directors present their report on Vinters Limited (the 'Company') together with the audited financial statements for the year ended 31 December 2019.

#### **Principal activity**

Vinters Limited is a holding company. The Company had no activity during either the current or prior financial year.

#### **Directors**

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

Rolls-Royce Industries Limited (resigned 18 August 2020)

I R Hetherington (appointed 13 May 2019 and resigned 28 August 2020)

W S Mansfield (resigned 5 April 2019)

J Gentles (appointed 18 August 2020)

T Iacolino (appointed 18 August 2020)

#### **Qualifying third party indemnity provisions**

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which were in place during the year and remain in force at the date of this report.

#### **Future Developments**

The Directors do not expect any change to the level of activity for the foreseeable future. The Company will continue to hold investments in subsidiaries of the Rolls-Royce Holdings plc group.

#### **Results**

The Company made £Nil profit after taxation for the year (2018: £Nil). The net liabilities of the Company are £10,000 (2018: £10,000).

#### **Dividend**

The Directors do not recommend the payment of a dividend (2018: £Nil).

#### **Financial Risk Management**

The details of the Company's financial risk management are set out in more detail on page 2.

#### **Going Concern**

The Directors of the Company have prepared the financial statements on a going concern basis which assumes the Company will be able to meet its future obligations as they fall due and the Company will settle all payments within the agreed terms.

The Directors have received written confirmation from Rolls-Royce plc, the parent undertaking of the smallest group to consolidate the Company's financial statements and the principal trading company of the Rolls-Royce Holdings plc group, of its intention to support the Company with financial and other resources as necessary such that the Company can meet its financial obligations as they fall due. Furthermore, the parent undertaking has confirmed that it will not seek the repayment of amounts advanced to the Company by the parent undertaking and/or other members of the parent undertaking's group unless adequate financing has been secured by the Company. This written support is available for at least the next twelve months from the date of approval of these financial statements.

## **Vinters Limited**

### **Directors' Report for the Year Ended 31 December 2019 (continued)**

#### **Going Concern (continued)**

Rolls-Royce Holdings plc, the ultimate parent company of Rolls-Royce plc and the ultimate parent undertaking to consolidate the Company's financial statements, in its published results for the six-month period ended 30 June 2020 included a material uncertainty on going concern in relation to the severity, extent and duration of the disruption caused by the COVID-19 pandemic and the timing of recovery of commercial aviation to pre-crisis levels, along with the availability of sufficient funding. As the Company is reliant on the support of the parent undertaking as stated above, the material uncertainty also applies to the Company's assessment of the going concern basis for the preparation of its financial statements.

The Rolls-Royce Holdings plc group has considered the forecast cash flows of the Group and the liquidity available over an eighteen-month period to 28 February 2022 when assessing their going concern. Particular attention has been paid to the impact of the COVID-19 outbreak on the Rolls-Royce Holdings plc group's Civil Aerospace and ITP Aero businesses. An assessment was performed on both a base case scenario (which reflects the Rolls-Royce Holdings plc group current expectations of future trading) and a severe but plausible downside scenario (which envisages a "stress" or "downside") to evaluate the potential impact of COVID-19 on the Rolls-Royce Holdings plc group future financial performance and cash flows. Further details of the base case and downside scenarios modelled by the Rolls-Royce Holdings plc group are included in Note 1 to the published results which are publicly available ([www.rolls-royce.com](http://www.rolls-royce.com)).

After considering the basis of preparation of the Rolls-Royce Holdings plc group interim financial statements, the Directors are satisfied that it remains appropriate to prepare the Company financial statements on a going concern basis. However, the inherent uncertainties outlined in the Rolls-Royce Holdings plc group financial statements represent material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising their assets and discharging their liabilities in the normal course of business. These financial statements do not contain any adjustments that would arise if the financial statements were not drawn up on a going concern basis.

#### **Post balance sheet events**

In March 2020, COVID-19 began causing significant financial market downturn and social dislocation. The situation is dynamic and the UK government continues to implement measures to address the outbreak.

Subsequently, Rolls-Royce Holdings plc has released Trading Updates and Half Year results for 2020. These outline the measures taken by the Rolls-Royce Holdings plc group including how people, business and communities have been safeguarded, the liquidity and financial position of the Rolls-Royce Holdings plc group and the year to date trading impact of COVID-19. The Directors of the Company are monitoring the impact of COVID-19 measures that the Rolls-Royce Holdings plc group is taking.

The Directors have assessed the subsequent conditions on the balance sheet as at 31 December 2019 and have determined that there is no material financial impact.

#### **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.

## Vinters Limited

### Directors' Report for the Year Ended 31 December 2019 (continued)

#### 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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 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 101, 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 company will continue in business.

The Directors 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 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.

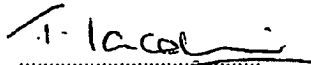
#### Directors' confirmations

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 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 Company's auditors are aware of that information.

Approved by the Board on 9 September 2020 and signed on its behalf by:



T Iacolino  
Director



## **Vinters Limited**

### **Independent Auditors' Report to the members of Vinters Limited**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion, Vinters Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 Balance Sheet as at 31 December 2019 and the Statement 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 Company 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.

##### **Material uncertainty related to going concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in the Going Concern section included within the "Significant accounting policies" to the financial statements concerning the Company's ability to continue as a going concern.

The Company is reliant on its parent company for ongoing support, including not seeking repayment of existing intercompany loans. Rolls-Royce Holdings plc, the ultimate parent company, in its published results for the six-month period ended 30 June 2020, included material uncertainties on going concern in relation to the severity, extent and duration of the disruption caused by the COVID-19 pandemic and the timing of recovery of commercial aviation to pre-crisis levels, along with the availability of sufficient funding. Accordingly, there can be no certainty that the support required by the Company will in fact be made available.

These conditions, along with the other matters explained in the Going Concern section included within the "Significant accounting policies" note to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

## **Vinters Limited**

### **Independent Auditors' Report to the members of Vinters Limited (continued)**

#### **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.

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 the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require 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 31 December 2019 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 company and its 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 set out on page 6, 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 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 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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

## Vinters Limited

### Independent Auditors' Report to the members of Vinters Limited (continued)

#### *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 received 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 financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



.....  
Rachel Cletheroe (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
East Midlands

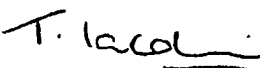
/0 September 2020

# Vinters Limited

(Registration number: 03517200)  
Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	7	(10)	(10)
<b>Net liabilities</b>		<u>(10)</u>	<u>(10)</u>
<b>Equity</b>			
Called up share capital	6	57,958	57,958
Share premium		4,078	4,078
Accumulated losses		<u>(62,046)</u>	<u>(62,046)</u>
<b>Total equity</b>		<u>(10)</u>	<u>(10)</u>

The Financial Statements on pages 10 to 22 were approved and authorised for issue by the Board on 9 September 2020 and signed on its behalf by:



T Iacolino  
Director

# **Vinters Limited**

## **Statement of Changes in Equity for the Year Ended 31 December 2019**

	<b>Called up share capital £ 000</b>	<b>Share premium £ 000</b>	<b>Accumulated losses £ 000</b>	<b>Total equity £ 000</b>
At 1 January 2019	<u>57,958</u>	<u>4,078</u>	<u>(62,046)</u>	<u>(10)</u>
At 31 December 2019	<u>57,958</u>	<u>4,078</u>	<u>(62,046)</u>	<u>(10)</u>

	<b>Called up share capital £ 000</b>	<b>Share premium £ 000</b>	<b>Accumulated losses £ 000</b>	<b>Total equity £ 000</b>
At 1 January 2018	<u>57,958</u>	<u>4,078</u>	<u>(62,046)</u>	<u>(10)</u>
At 31 December 2018	<u>57,958</u>	<u>4,078</u>	<u>(62,046)</u>	<u>(10)</u>

## **Vinters Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2019**

#### **1 General information**

The Company is a private company limited by shares, incorporated and domiciled in England. Vinters Limited is a holding company. The Company had no activity during either the current or prior financial year.

The address of its registered office is:

Moor Lane

Derby

Derbyshire

DE24 8BJ

England

#### **2 Significant accounting policies**

##### **Basis of preparation**

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

In these financial statements the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- The requirements of IAS 24 Related Party Transactions and has, therefore, not disclosed transactions between the Company and its wholly owned subsidiaries; and
- Disclosures in respect of the compensation of Key Management Personnel.

##### **New standards, amendments and IFRIC interpretations**

IFRS 16 Leases is a new accounting standard that is effective for the year ended 31 December 2019 but due to the Company having no lease agreements during either the current or prior financial year there has been no impact on the financial statements. There were no other changes to accounting standards that had a financial impact on the 2019 financial statements.

##### **Critical accounting estimates and judgements**

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgements in the process of applying the accounting policies. The financial statements are not considered to contain any area involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements for the years ended 31 December 2019 and 31 December 2018, and therefore no further considerations are required.

The principal accounting policies applied in the preparation of these financial statements are set out below.

## Vinters Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 2 Significant accounting policies (continued)

##### Going concern

The Directors of the Company have prepared the financial statements on a going concern basis which assumes the Company will be able to meet its future obligations as they fall due and the Company will settle all payments within the agreed terms.

The Directors have received written confirmation from Rolls-Royce plc, the parent undertaking of the smallest group to consolidate the Company's financial statements and the principal trading company of the Rolls-Royce Holdings plc group, of its intention to support the Company with financial and other resources as necessary such that the Company can meet its financial obligations as they fall due. Furthermore, the parent undertaking has confirmed that it will not seek the repayment of amounts advanced to the Company by the parent undertaking and/or other members of the parent undertaking's group unless adequate financing has been secured by the Company. This written support is available for at least the next twelve months from the date of approval of these financial statements.

Rolls-Royce Holdings plc, the ultimate parent company of Rolls-Royce plc and the ultimate parent undertaking to consolidate the Company's financial statements, in its published results for the six-month period ended 30 June 2020 included a material uncertainty on going concern in relation to the severity, extent and duration of the disruption caused by the COVID-19 pandemic and the timing of recovery of commercial aviation to pre-crisis levels, along with the availability of sufficient funding. As the Company is reliant on the support of the parent undertaking as stated above, the material uncertainty also applies to the Company's assessment of the going concern basis for the preparation of its financial statements.

The Rolls-Royce Holdings plc group has considered the forecast cash flows of the Group and the liquidity available over an eighteen-month period to 28 February 2022 when assessing their going concern. Particular attention has been paid to the impact of the COVID-19 outbreak on the Rolls-Royce Holdings plc group's Civil Aerospace and ITP Aero businesses. An assessment was performed on both a base case scenario (which reflects the Rolls-Royce Holdings plc group current expectations of future trading) and a severe but plausible downside scenario (which envisages a "stress" or "downside") to evaluate the potential impact of COVID-19 on the Rolls-Royce Holdings plc group future financial performance and cash flows. Further details of the base case and downside scenarios modelled by the Rolls-Royce Holdings plc group are included in Note 1 to the published results which are publicly available ([www.rolls-royce.com](http://www.rolls-royce.com)).

After considering the basis of preparation of the Rolls-Royce Holdings plc group interim financial statements, the Directors are satisfied that it remains appropriate to prepare the Company financial statements on a going concern basis. However, the inherent uncertainties outlined in the Rolls-Royce Holdings plc group financial statements represent material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, to continue realising their assets and discharging their liabilities in the normal course of business. These financial statements do not contain any adjustments that would arise if the financial statements were not drawn up on a going concern basis.

## Vinters Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 2 Significant accounting policies (continued)

##### Investments

Investments held as non-current assets are shown at cost less accumulated impairment losses. On adoption of FRS 101 the deemed cost (previous GAAP carrying amount at that date) was assumed in the opening balance sheet.

##### Impairment of non current assets

Impairment of non current assets is considered in accordance with IAS 36 *Impairment of assets* and are assessed for any indication of impairment annually. If any indication of impairment is identified, an impairment test is performed to estimate the recoverable amount.

##### Financial liabilities

Financial liabilities relate to amounts owed to group undertakings and are measured at amortised cost.

##### Exemption from preparing group accounts

The financial statements contain information about Vinters Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its parent, Rolls-Royce plc, a company incorporated in the United Kingdom, which are publicly available. The address of the parent company's registered address is set out in note 9.

##### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### Functional and presentational currency

The functional and presentational currency of the Company is Pound Sterling.

##### Rounding of amounts

All amounts in the financial statements and notes have been rounded to the nearest thousand Pound Sterling, unless otherwise stated.

#### 3 Auditors' remuneration

The fees for the audit of the Company's financial statements were £6,000 (2018 - £3,000) and were paid on its behalf by Rolls-Royce plc. £Nil (2018: £Nil) was paid to the Company's auditors for non audit services.

#### 4 Staff and Directors costs

The Company has no employees (2018: none). The Directors did not receive any remuneration (2018 - £Nil) for qualifying services to the Company.

All Directors fees or emoluments were paid by Rolls-Royce plc and the amount attributable to the qualifying services provided by the Directors to the Company cannot be reliably estimated. No charge has been made in the current or prior years for the services of Directors.



## Vinters Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 5 Investments

The cost of investments have previously been fully impaired and have a nil carrying value. On adoption of FRS 101 the deemed cost was assumed in the opening balance sheet.

The following were subsidiary undertakings / participating interest of the Company as at 31 December 2019:

\* denotes a direct shareholding by the Company.

Company name	Share class	Address	% Holding 2019
Bergen Engines AS	Ordinary	125 Hordvikneset, N-5108 Hordvik, Bergen, 1201, Norway	100%
Bergen Engines Bangladesh Private Limited	Ordinary	Green Grandeur, 6th Floor, Plot n.58E, Kamal Ataturk Avenue Banani, C/A Dhaka, 1213, Bangladesh	100%
Bergen Engines BV	Ordinary	Werfdijk 2, 3195HV Pernis, Rotterdam, Netherlands	100%
Bergen Engines Denmark A/S	Ordinary	Ostre Haunepromenade 349000 Alborg, Denmark	100%
Bergen Engines India Private Limited	Ordinary	52-b, 2nd floor, Okhla Industrial Estate, Phase 3, New Delhi 110-020, India	100%
Bergen Engines Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Bergen Engines Property Co AS	Ordinary	125 Hordvikneset, N-5108 Hordvik, Bergen, 1201, Norway	100%

# Vinters Limited

## Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

### 5 Investments (continued)

Bergen Engines S.L.	Social Participation	Calle Dinamarca, s/n (esquina Calle Alemania) Poligono, Industrial de Constanti, 43210 Constanti, Tarragona, Spain	100%
Bergen Engines SRL	Social Capital	13 Via Castel Morrone, 16161, Genoa, Italy	100%
Brown Brothers & Company Limited	Ordinary	Taxiway, Hillend Industrial Estate, Dalgety Bay, Dunfermline, Fife, Scotland, KY11 9JT	100%
Kamewa AB (in liquidation)	Ordinary	Box 1010, S-68129, Kristinehamn, Sweden	100%
Kamewa Holding AB (in liquidation)	Ordinary	Box 1010, S-68129, Kristinehamn, Sweden	100%
Karl Maybach-Hilfe GmbH	Capital Stock	Maybachplatz 1, 88045, Friedrichshafen, Germany	100%
MTU America Inc	Ordinary	Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808, United States	100%
MTU Asia Pte. Ltd	Ordinary	10 Tukang Innovation Drive, Singapore 618302	100%
MTU Benelux B.V.	Ordinary	Merwedestraat 86, 3313 CS, Dordrecht, Netherlands	100%
MTU China Company Limited	Ordinary	Room 1803 18/F Ascendas Plaza, No. 333 Tianyao Qiao Road, Xuhai District, Shanghai, 200030, China	100%
MTU do Brasil Limitada	Ordinary	Via Anhanguera, KM 29203, 05276-000 Sao Paulo SP Brazil	100%
MTU Engineering (Suzhou) Company Limited	Ordinary	9 Long Yun Rd, Suzhou Industrial Park, Suzhou 215024 Jiang Su, China	100%

Vinters Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

5 Investments (continued)

MTU France S.A.S	Ordinary	Immeuble Colorado, 8/10 rue Rosa Luxembourg-Parc des Bellevues, 95610 Erangy-sur-Oise, France	100%
MTU Friedrichshafen GmbH	Capital Stock	1 Maybachplatz, 88045 Friedrichshafen, Germany	100%
MTU Hong Kong Limited	Ordinary	Room 1006, 10/F, Hang Seng Tsimshatsui Building, 18 Carnarvon Road, Tsimshatsui, Kowloon, Hong Kong	100%
MTU Iberica Propulsion Y Energia S.L	Ordinary	Calle Copernico 26-28, 28823 Coslada, Madrid, Spain	100%
MTU India Private Limited	Ordinary	H6th Floor, RM2 Galleria, S/Y No.144 Bengaluru, Bangalore, Kamataka 560,064 India	100%
MTU Israel Ltd	Ordinary	4 Ha'Alon Street, South Building, Third Floor, 4059300 Kfar Neter, Israel	100%
MTU Italia Srl	Capital Stock	Via Aurelia Nord, 328, 19021 Arcola (SP), Italy	100%
MTU Japan Co Limited	Ordinary	Resorttrust Building 4-14-3, Nishitenma Kita-ku, Osaka, Japan	100%
MTU Korea Limited	Ordinary	22nd Floor, Olive Tower, 41 Sejongdaero 9 gil, Junggu, 100-737 Seoul, Republic of Korea	100%
MTU Middle East FZE	Ordinary	S3B5SR06 , Jebel Ali Free Zone, South P.O. Box 61141 Dubai, United Arab Emirates	100%
MTU Motor Turbin Sanayi Ve Ticaret A.S.*	Ordinary	Hatira Solak, No. 5, Omerli Mahellesi, 34555 Arnavutköy, Istanbul, Turkey	100%

# Vinters Limited

## Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

### 5 Investments (continued)

MTU Onsite Energy GmbH	Capital Stock	Dasinger Strasse 11, 86165, Augsburg, Germany	100%
MTU Onsite Energy Systems GmbH	Capital Stock	8 Rotthofer Straße, 94099 Ruhstorf a.d. Rott, Germany	100%
MTU Polska Sp. Zoo	Ordinary	Ul. Slaska, Nr 9. Raum, Stargard Szczecinski, P12: 73-110, Poland	100%
MTU Reman Technologies GmbH	Capital Stock	Friedrich-List-Strasse 8, 39122 Magdeburg, Germany	100%
MTU RUS LLC	Ordinary	Shabolovka Street 2, 119049, Moscow, Russian Federation	100%
MTU South Africa (Proprietary) Limited	Ordinary	36 Marconi Street, Montague Gardens, Cape Town, 7441, South Africa	100%
MTU UK Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Powerfield Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
PT MTU Indonesia	Ordinary	Secure Building Blok B, Jl. Raya Protokol Halim, Perdanakusuma Jakarta, 13610, Indonesia	100%
Rolls-Royce Japan Co. Limited	Ordinary	31 floor, Kasumigaseki building, 3-2-5 Kasumigaseki, Chiyoda-Ku, Tokyo 100-6031, Japan	100%
Rolls-Royce Power Systems AG	Ordinary	1 Maybachplatz, 88045, Friedrichshafen, Germany	100%
Ross Ceramics Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Timec 1487 Ltd (was Michell Bearings Limited)	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Vinters Defence Systems Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Vinters Engineering Limited*	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
Vinters International Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%

**Vinters Limited**

**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**5 Investments (continued)**

Vinters-Armstrongs (Engineers) Limited	Ordinary	Moor Lane, Derby, Derbyshire, England, DE24 8BJ	100%
MTU South Africa PTY Limited	Ordinary	36 Marconi Street, Montague Gardens, Cape Town 7441 South Africa	100%
MTU Power Systems SND BDH Malaysia	Ordinary	Level 10 Menara LGB, 1 Jalan wan Kadir Taman Tun Dr Ismail, 6000 Kuala Lumpur, Malaysia	100%

Vinters Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

5 Investments (continued)

Joint ventures and associates

Details as at 31 December 2019 are as follows:

Company name	Class of shares	Address	Proportion of ownership interest and voting rights held 2019
Shanxi North MTU Diesel Co. Ltd	Ordinary	No. 97 Daqing West Rd, Datong City, Shanxi Province, China	49%
MEST Co. Limited	Normal	97 Bukjeonggongdan 2-gil, Yangsan-si, Gyeongsangnam-do, 50571, Republic of Korea	46.8%
Force MTU Power Systems Private Limited	Capital Stock	Mumbai Pune Road, Akurdi, Pune, Maharashtra 411035, India	49%
MTU Yuchai Power Company Limited	Capital Stock	No 7 Danan Road, Yuzhou, Yulin, Guangxi, China 537005, China	50%
EPIX Power Systems LLC	Ordinary	The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, United States	50%

## Vinters Limited

### Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

#### 6 Called up share capital

##### Allotted and fully paid shares

	2019		2018	
	No. 000	£ 000	No. 000	£ 000
Ordinary Shares of £0.25 each	<u>231,830</u>	<u>57,958</u>	<u>231,830</u>	<u>57,958</u>

#### 7 Trade and other payables

	2019 £ 000	2018 £ 000
Amounts owed to group undertakings	<u>10</u>	<u>10</u>

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

#### 8 Contingent liabilities

In January 2017, after full cooperation, other companies within the Rolls-Royce plc group concluded deferred prosecution agreements (DPA) with the SFO and the US Department of Justice (DoJ) and a leniency agreement with the MPF, the Brazilian federal prosecutors. Following the expiry of its term the DPA with the US DoJ was dismissed by the US District Court on 19 May 2020. Other authorities are investigating members of the Group for matters relating to misconduct in relation to historical matters. The Group is responding appropriately. Action may be taken by further authorities relating against those other companies within the Rolls-Royce plc group or individuals. In addition, we could still be affected by actions from customers and customers' financiers. The Directors are not currently aware of any matter that are likely to lead to a material financial loss over and above the penalties imposed to date, but cannot anticipate all the possible actions that may be taken or their potential consequences.

#### 9 Parent and ultimate parent undertaking

The Company's immediate parent is Rolls-Royce plc.

The ultimate parent and ultimate controlling party is Rolls-Royce Holdings plc, which is the parent undertaking of the largest group to consolidate these financial statements. Rolls-Royce plc is the parent undertaking of the smallest group to consolidate these financial statements.

The consolidated financial statements of these groups are available to the public and may be obtained from Kings Place, 90 York Way, London, United Kingdom, N1 9FX.

## **Vinters Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

#### **10 Post balance sheet events**

In March 2020, COVID-19 began causing significant financial market downturn and social dislocation. The situation is dynamic and the UK government continues to implement measures to address the outbreak.

Subsequently, Rolls-Royce Holdings plc has released Trading Updates and Half Year results for 2020. These outline the measures taken by the Rolls-Royce Holdings plc group including how people, business and communities have been safeguarded, the liquidity and financial position of the Rolls-Royce Holdings plc group and the year to date trading impact of COVID-19. The Directors of the Company are monitoring the impact of COVID-19 measures that the Rolls-Royce Holdings plc group is taking.

The Directors have assessed the subsequent conditions on the balance sheet as at 31 December 2019 and have determined that there is no material financial impact.