Registered number: 03978908

ENGLISH WINES PLC

ANNUAL REPORT AND FINANCIAL

STATEMENTS FOR THE YEAR ENDED 31

DECEMBER 2020



COMPANY INFORMATION

Directors

F. D. Thompson

R. A. B. Woodhouse

Secretary

R.A.B. Woodhouse

Company number

03978908

Registered office

Chapel Down Winery

Small Hythe Tenterden Kent TN30 7NG

Independent auditor

Crowe U.K. LLP Riverside House

40 - 46 High Street

Maidstone Kent ME14 1JH

Bankers

HSBC Bank Plc

West London Corporate Centre

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PNC Financial Services UK Ltd

PNC House

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Solicitors

Cripps LLP

22 Mount Ephraim Tunbridge Wells

Kent TN4 8AS

ENGLISH WINES PLC CONTENTS

Strategic report	3 - 5
Directors' report	6 - 8
Independent auditors' report	9 - 11
Profit and loss account	12
Balance Sheet	13
Statement of changes in equity	14
Cash flow	15
Notes to the financial statements	16 - 25

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

Strategic Report

I am pleased to announce significant progress in the results for the year ended 31 December 2020.

Key highlights:

- Year on year sales up 29% to £13.119m on a like-for-like basis (continuing operations) (2019: £10.155m).
- Gross profit up 27% to £4.973m on a like-for-like basis (continuing operations) (2019: £3.920m).
- Adjusted EBITDA up 49% to £1.675m* on a like-for-like basis (continuing operations) (2019: £1.127m).
- Wine sales volumes were up 38% reflecting the growing demand for our award-winning wines despite losing approximately a third of our business in the on licensed trade and our own retail shop sales due to COVID-19 lockdowns.
- Direct to consumer volumes were up 467%, offsetting reduced volumes in the hospitality trade and our own retail outlets due to COVID-19 lockdowns. They have grown from just 4% of our trade in 2019 and now represent 18%.
- Another excellent harvest in both quality and quantity in 2020 has enabled us to increase stocks by 17% to £11.624m (2019: £9.919m) with substantially increased levels of highquality sparkling wine stock.
- Further recognition of the premium quality of our wines with Platinum medals for our Kit's Coty Coeur
 de Cuvée 2014 and our Three Graces 2015 and Gold for Kit's Coty Blanc de Blancs 2014 and Kit's
 Coty Chardonnay 2017 at The Decanter World Wine 2020 Awards. This, along with more trophies and
 Golds in the WineGB awards for both sparkling and still wines reinforces Chapel Down's position as
 England's leading producer.

The extraordinary events of 2020 presented huge challenges to every business. With nearly one third of our Wines and Spirits businesses effectively closed, we have had to pivot our business at astonishing pace and make some tough decisions in order to continue to grow our core wine business and the Chapel Down brand.

English wine is on a high. Building our Wine business and brand has taken time and considerable investment over the years. The results are now encouraging. Our wine quality has never been better and enjoys high critical acclaim both at home and abroad. Consumer interest and desire is growing and the English Wine category is being increasingly well supported by trade customers. Chapel Down is the best known and leading brand. After twenty years of building, we believe we are in a very good position to further accelerate growth.

With a strong brand, the results for Chapel Down Wines have been outstanding in such a difficult year — a 38% increase in sales volumes for the wines, the rapid development of an e-commerce business that has become 18% of our sales, a very good harvest, more awards for quality and further distribution success with major supermarket customers ensuring that the brand was widely available and continued to gain awareness and popularity.

Our asset base is strong and supports the business – high quality vined land, stocks of valuable wines, buildings and equipment and a strong brand.

We will continue to invest over the coming years to secure more high quality fruit, excellence in our winery operations, improving our commercial and online infrastructure, hiring and training the best talent and creating smarter and more effective marketing to ensure that we build the Chapel Down brand and experience to consolidate our leadership position in this exciting growth market.

Business review

English Wines has a long and sustained record of growth. So on a continuing operations basis, I am delighted that we were able to deliver a 29% increase in our turnover to £13.119m (2019: £10.155m) and a 27% increase in our gross profit, to £4.973m (2019: £3.920m).

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (continued)

Business review (continued)

Administrative expenses on a continuing basis increased by £0.459m, 15% year-on-year reflecting investment in marketing to support national retailers and the growth in direct to consumer sales. EBITDA on a continuing basis increased 49% to a profit of £1.675m (2019: profit of £1.127m)*

To continue to fuel future growth, we were also pleased with another good harvest – our third highest ever. We expect yields to improve long term as viticulture improves and our latest plantings on better sites start to bear fruit. More, better quality fruit will enable us to continue to drive our sparkling wine sales at home and abroad. To process that fruit we will need to invest in further capacity and equipment over the next 2-3 years

We believe the future is very exciting. Aside from the improving quality of the wines and improving long term yields, we also see growing demand from our customers. We are delighted that Tesco have recently (in April 2021) added our flagship Brut NV to their range in 411 stores. Along with Sainsbury, Majestic, Waitrose and Marks and Spencer, Chapel Down is available in more places than any other English wine brand. In addition, our e-commerce business grew by a whopping 467% last year. We will continue to invest in sponsorships, marketing, partnerships and systems to ensure we can continue to grow this business.

Our English Wine sales volume grew by 38% last year, and our sparkling wine sales were up over 50%. To put that into context, Champagne volume sales in the UK fell by 21.7%** in 2020. We believe that the consumer is increasingly looking for brands that are more interesting, relevant and distinctive. As the quality and excitement around English wines continues to grow, both here and abroad, Chapel Down as the industry's leading brand will be at the forefront.

The genesis of a new wine region does not happen very often. Being at the forefront of that is very exciting. Our sparkling wines continue to set the standard for the industry, offering outstanding quality and value at every price tier. The addition of our new Sparkling Bacchus has bridged an important gap in pricing. Our still wines (which are more individual vintage dependent, but much of which can be released in the year following vintage) have also been winning international accolades and wide critical acclaim particularly at the premium end.

We are at this exciting point because your Company has continued to invest in its brands, its assets and its people to build a healthier, more sustainable company with a really exciting future both at home and abroad in 2021.

In the UK we are the leading brand of English wine. It's one of the biggest markets in the world and has huge growth opportunities. We also continue to see growing demand for English sparkling wines in sophisticated international markets. Whilst still embryonic and focussed on Covid affected high end restaurants and bars, we nevertheless supplied our fourth full year in the USA. We are also exporting to Canada, Barbados, Norway, Denmark, Latvia, Hong Kong, Japan, Australia, New Zealand and China.

English Wines will continue to fuel the growth in the English wine market, interest in which shows no signs of abating and we are preparing for the future. We remain appropriately optimistic about continuing growth in sales in 2021.

Business risks and uncertainties

COVID-19 will continue to pose challenges to all businesses associated with hospitality and leisure. We have mitigated our risk through taking advantage of the Government backed furlough scheme, rapidly developing our e-commerce business to scale at pace and built our off-trade business. COVID-19 poses some risk to the availability of labour for the 2021 harvest. We are preparing alternative harvest labour plans and also extending machine harvesting trials on still wine varietals.

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (continued)

Business risks and uncertainties (continued)

Brexit has had relatively minimal impact on our business to date. In an area of full employment, we may be affected if we were not able to continue to access EU or other foreign workers for our viticulture and to partly mitigate that risk we will continue to trial the latest mechanical picking technology. However, we believe that maintaining and developing a strong brand and building a team of very high quality people are our best defence and we will continue to invest wisely to ensure we are best placed and risk is minimised.

There is a risk of a poor grape harvest through extreme weather events which we mitigate through maintaining the highest standards of viticulture, choosing the very best sites and utilising the latest proven advances in technology and agriculture. We source from a wide geographic area to minimise micro-climatic variations that can blight individual sites. We also mitigate the risk to future growth by building our wine stock. The diversification into spirits, which use the by-products of our wine business, also further protects our ability to continue to grow.

Competition continues to grow but we continue to invest with increasing confidence in our people, brands and distribution to ensure that the business can continue to thrive.

Outlook

There has never been a more exciting time to be involved with English wines.

There are still millions of consumers in the UK who have never experienced the surprise and delight of their first taste. We believe the potential is enormous.

Chapel Down is the leading brand with a product proven over 20 years.

We have an outstanding team of directors and employees who have done an incredible job in the most trying of circumstances last year.

And crucially, we have the support of an army of shareholders.

Thank-you for coming on this journey with us and for using your shareholder benefits to get great discounts.

Thank-you for being the first to rally to the cause when the first lockdown arrived and for ordering prodigious quantities of our wine!

Thanks for your energy and your support.

Thanks for your continuing faith and belief.

This report was approved by the board on 4 June 2021 and signed on its behalf.

F. D. Thompson Chairman

4 June 2021

* Excludes the effect of the Exceptional costs and the FRS 102 Section 26 share option accounting adjustment of £40k (2019: £43k) which is a non-cash item. Refer to note 2.1 "Basis of preparation/accounting policies" for further information.

** Source: Le Expeditions De Vins De Champagne en 2020

ENGLISH WINES PLC DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give atrue and fair view of the state of affairs of the company and the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the Company and to 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the year, after taxation, amounted to £505,577 (2019 - £2,412).

Directors

The directors who served during the year were: F.D. Thompson R.A.B. Woodhouse

Financial instruments

The Company's principal financial instrument relates to bank loans. The purpose of this financial instrument is to raise finance for the Company's operations. The Company has various other financial instruments such as trade debtors which arise directly from operations. The Company does not enter into derivative transactions.

The main financial risks arising from the Company's activities are credit risk and liquidity risk.

These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

ENGLISH WINES PLC DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (continued)

Financial instruments (continued)

Liquidity risk

The Company actively manages its financial risk in order to meet its foreseeable needs in the short and medium term. In June 2021 the Group agreed a new £15m financing facility with PNC Business Credit which included a £3m term loan and a £12m revolving credit facility. This has replaced the current term loan with HSBC which had £4.8m outstanding at the year end. On 4 June 2021 the Company announced a crowdfunding campaign to raise a minimum of £3m via the Seedrs crowdfunding platform. These funds will be used to invest in the growth of the business.

Credit risk

The Company's principal financial assets are cash and trade debtors. The directors consider there to be minimal credit risk in respect of the Company's cash balances as they are all held in reputable financial institutions. The directors manage credit risk in respect of trade debtors by reviewing outstanding balances and performing credit checks on new customers.

Going concern

Accounting standards required the directors to consider the appropriateness of the going concern basis when preparing the financial statements. Having considered the period to December 2026, the directors confirm that they consider that the going concern basis remains appropriate. COVID-19 lockdowns have impacted the business; however we have been able to maintain a healthy cash position through the support of the Government furlough scheme, the increase in off-trade, rapid growth in online sales and the support of our bank HSBC.

As noted above the existing term loan facility with HSBC which had £4.8m outstanding at the year end has been replaced by a £15m financing facility provided by PNC Business Credit which includes a £3m term loan and £12m revolving credit facility.

The directors believe that, despite the impact of COVID-19 on our on-trade business and our own hospitality venues, the group has sufficient resources to continue in operational existence for the foreseeable future.

The directors believe this to be the case as the group has positive reserves and cash balances as well as significant headroom within the new financing facilities. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Post balance sheet events

There have been no significant events affecting the company since the year end.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the Group's auditor is unaware,
- the director has taken all the steps that ought to have been taken as a director in order to be aware of
 any relevant audit information and to establish that the company and the Group's auditor is aware of
 that information.

ENGLISH WINES PLC DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (continued)

Auditor

The auditor, Crowe U.K. LLP, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006.

This report was approved by the board on 4 June 2021 and signed on its behalf.

F. D. Thompson Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENGLISH WINES PLC

Opinion

We have audited the financial statements of English Wines Plc for the year ended 31 December 2020 which comprise the profit and loss account, the balance sheet, the statement of changes in equity and the related notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdome Generally Accepted Accounting Practice). Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit
 for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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.

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 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.

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

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENGLISH WINES PLC (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- 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
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 auditor's 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit is capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team members. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENGLISH WINES PLC (continued)

Extent to which the audit is capable of detecting irregularities, including fraud (continued)

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and Taxation legislation.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and the recognition of revenue. Our audit procedures to respond to these risks included:

- enquiry of management about the company's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance;
- examining supporting documents for all material balances, transactions and disclosures;
- review of the board meeting minutes;
- enquiry of management and review and inspection of relevant correspondence;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions;
- detailed testing of a sample of sales made during the year and around the year and agreeing these through to invoices and despatch records.
- testing the appropriateness of a sample of significant journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements; and
- review of accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Mark Sisson

Mark Sisson

Senior Statutory Auditor

For and on behalf of

Crowe U.K. LLP

Statutory Auditor

Riverside House,

40-46 High Street,

Maidstone,

Kent, ME14 1JH

30 June 2021

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2020

TOR THE TEAR ENDED ST DECEMBER 2020	Notes	Continuing operations 2020	Total 2020 £	Continuing operations 2019	Discontinued operations 2019	Total 2019 £
Turnover	4	13,118,617	13,118,617	10,154,855	_, 1,311,368	11,466,223
Cost of sales		(8,145,333)	(8,145,333)	(6,235,052)	(303,288)	(6,538,340)
Gross profit		4,973,284	4,973,284	3,919,803	1,008,080	4,927,883
Administrative expenses Share based payment	_	(3,590,582) (40,434)	(3,590,582) (40,434)	(3,059,685) (42,532)	(1,464,093)	(4,523,778) (42,532)
Operating profit/(loss)	6	1,342,268	1,342,268	817,586	(456,013)	361,573
Government Grant Income Interest receivable and similar income Interest payable and similar expenses	5 10 11 _	161,017 963 (794,592)	161,017 963 (794,592)	- (635,658)		- (635,658)
Profit/(loss) on ordinary activities before taxation		709,657	709,657	181,928	(456,013)	(274,085)
Tax on (loss)/profit	12	(204,079)	(204,079)	276,497	-	276,497
Profit/(loss) for the financial year	=	505,577	505,577	458,425	(456,013)	2,412
Adjusted EBITDA Operating profit/(loss) Share based payment Amortisation and depreciation	_	1,342,268 40,434 291,810	1,342,268 40,434 291,810	817,586 42,532 267,093	(456,013) - -	361,573 42,532 267,093
EBITDA excluding share based payment	_	1,674,512	1,674,512	1,127,211	(456,013)	671,198

There were no discontinued operations in 2020

The notes on pages 16 to 25 form part of these financial statements.

REGISTERED NUMBER: 03978908

BALANCE SHEET FOR THE YEAR ENDED 31 DECEMBER 2020

		20	2020		19
	Notes	£	£	£	£
Fixed assets					
Intangible assets	13		31,815		-
Tangible assets	14		3,181,482		3,169,142
			3,213,297		3,169,142
			3,213,291		3, 109, 142
Current assets					
Stocks	15	11,624,158		9,918,980	
Debtors: amounts falling due within one					
year	16	2,330,460		2,977,102	
Cash at bank and in hand	17	1,533,660		975,164	
		15,488,278		13,871,246	
Creditors: amounts falling due	40	(4.540.705)		(4.444.550)	
within one year	18	(4,540,705)		(4,411,559)	
Net current assets			10,947,573		9,459,687
Net Current assets			10,947,573		9,409,087
Total assets less current liabilities			14,160,870		12,628,829
Creditors: amounts falling due					
after more than one year	19		(11,593,289)		(10,607,261)
. ,		•		•	
Net Assets			2,567,581		2,021,569
110170000			2,007,007		2,021,000
Capital and reserves					
Called up share capital	21		50,000		50,000
Profit and loss account	22		2,517,581		1,971,569
			2 567 504		2 024 560
			2,567,581		2,021,569

The financial statements were approved and authorised for issue by the Board on 4 June 2021 and were signed on its behalf by

R.A.B. Woodhouse

Director

The notes on pages 16 to 25 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Called Up share capital	Profit and loss account	Total equity
At 1 January 2020	£ 50,000	£ 1,971,569	£ 2,021,569
•	30,000	1,571,505	2,021,000
Comprehensive income for the year Profit for the year	-	505,577	505,577
Total Comprehensive income for the year		505,577	505,577
Share based payment	-	40,434	40,434
At 31 December 2020	50,000	2,517,581	2,567,581

The notes on pages 16 to 25 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

£		
-	£	£
50,000	1,926,625	1,976,625
-	2,412	2,412
-	2,412 42,532	2,412 42,532
50,000	1,971,569	2,021,569
	- - -	- 2,412 - 2,412 - 42,532

The notes on pages 16 to 25 form part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

	2020	2019
	£	£
Cash flows from operating activities		
Profit for the financial year	505,577	2,412
Adjustments for:		
Depreciation of tangible assets	288,275	267,093
Amotisation of intangible assets	3,535	-
Loss on disposal of tangible assets	13,765	2,011
Interest payable	794,592	635,658
Interest receivable	(963)	-
Share-based payment	40,434	42,532
Taxation charge	204,079	(276,497)
(Increase) in stocks	(1,705,178)	(2,899,660)
Decrease / (increase) debtors	646,642	(234,003)
Increase / (decrease) in creditors	(80,503)	1,447,047
Corporation tax (paid)	<u> </u>	(25,943)
Net cash generated from / (used in) operating activities	710,255	(1,039,350)
Cash flowsused in investing activities		
Purchase of intangible fixed assets	(35,350)	-
Purchase of tangible fixed assets	(314,380)	(1,255,190)
Sale of tangible fixed assets	-	23,750
Interest received	963	-
Net cash used in investing activities	(348,767)	(1,231,440)
Cash flows from financing activities		
New loans from group companies	991,600	3,469,182
Interest paid	(794,592)	(635,658)
Net cash from financing activities	197,008	2,833,524
Net increase/(decrease) in cash and cash equivalents	558,496	562,734
Cash and cash equivalents at the beginning of the year	975,164	412,430
Cash and cash equivalents at the end of the year	1,533,660	975,164
Cash and cash equivalents at the end of the year comprise:		
Cash at bank and in hand	1,533,660	975,164

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1 General information

The principal activity of the company is the production and sale of alcoholic beverages.

The company is a public limited company, which is incorporated and registered in England and Wales (registered number: 03978908).

The address of the registered office is Chapel Down Winery, Small Hythe, Tenterden, Kent, TN30 7NG.

2 Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Chapel Down Group Plc as at 31 December 2020 and these financial statements may be obtained from Companies House.

2.3 Going concern

Accounting standards required the directors to consider the appropriateness of the going concern basis when preparing the financial statements. Having considered the period to December 2026, the directors confirm that they consider that the going concern basis remains appropriate. COVID-19 has impacted the business, however we have been able to maintain a healthy cash position through the support of the Government furlough scheme, the increase in off-trade, rapid growth in online sales and the support of our bank HSBC.

The directors believe that, despite the impact of COVID-19 on our on-trade business and our own hospitality venues, the group has sufficient resources to continue in operational existence for the foreseeable future.

The directors believe this to be the case as the group has positive reserves and cash balances. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.4 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

Revenue for trade sales is recognised at the point of despatch and retail sales at the point of customer purchase.

2.5 Government grants

Grants relate to Government support due to COVID-19 and are recognised in the Profit and Loss account in the same period as the related expenditure.

2.6 Intangible assets

Intangible assets are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost of the assets over their expected useful lives.

2.7 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

2 Accounting policies (continued)

2.7 Tangible fixed assets (continued)

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the methods below:

Depreciation is provided on the following basis:

Freehold land and buildings

Short-term leasehold property

Plant and machinery Motor vehicles Fixtures and fittings Office equipment Computer equipment

Biological assets

- Straight line over 50 years on the buildings and

20 years on Kits Coty Vineyard

- 10 years straight line

- Between 5% - 20% straight line

25% reducing balance
15% reducing balance
5 years straight line
3 years straight line

- 20 years

2.8 Stocks

Stock and work in progress are valued at the lower of cost and net realisable value.

Direct costs of the winery plus attributable overheads are used to value stock. The directors consider that this method is most appropriate for the nature of the company's activities.

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the company's cash management.

2.11 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.13 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

NOTES TO THE FINANCIAL STATEMBER 2020 FOR THE YEAR ENDED 31 DECEMBER 2020

Accounting policies (continued)

2.13 Transactions and balances (continued)

At each period end foreign currency monetary items are translated using the closing rate. Mon-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.14 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.15 Share based payments

The company's parent company issues equity-settled share-based payments to certain employees of the company is expensed on a straight-line basis over the vesting penod, based on the company's estimate of share-based payments is expensed on a straight-line basis over the vesting penod, based on the company's estimate of shares that will evaporate on a straight-line basis over the vesting penod, based on the company's estimate of shares that will evaporate or a straight-line basis over the vesting penod, based vesting conditions.

Fair value is measured by use of a Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

2.16 Operating leases

Rents payable under operating leases are charged to the profit and loss on a straight line basis over the lease term, unless the rental payments are structured to increase in line with expected general inflation, in which case the group recognises annual rent expense equal to amounts owed to the lease term on a straight line basis. recognised as a reduction to the expense recognised over the lease term on a straight line basis.

2.17 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.18 Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in independently administered funds.

2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge directly in equity is also recognised in other comprehensive income or to an item recognised directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Balance sheet date, except that:

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the
- reversal of deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance

sheet date.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

Judgements in applying accounting policies and key sources of estimation uncertainty

The company makes judgements, estimates and assumptions that affect the application of policies and the carrying values of assets and liabilities, income and expenses. The resulting accounting estimates calculated using these judgements will, by definition, seldom equal the related actual results but are based on the experience of the directors and the expectation of future events. The estimates are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised.

The principal areas where judgement is exercised are as follows:

Stock - the directors regularly assess the quality and age of stock and will make necessary provisions against amounts which may not be recoverable.

Tangible fixed assets - the directors annually assess both the carrying value and the expected useful life of these assets which is judged to be up to 20 years, based on their experience.

The total turnover for the company for the year has been derived from is principal activity, the prouction and sale of alcoholic Analysis of turnover by country of destination:

		2020 £	2019 £
	United Kingdom	13,047,949	11,374,391
	Rest of Europe	16,669	3,433
	Rest of the World	53,999	88,399
		13,118,617	11,466,223
5	Government grants	2020	2019
	0	£	£
	Government support due to COVID-19: Job Retention Scheme	101.047	
	Job Retention Scheme	161,017	
		161,017	
	Grants relate to government support due to COVID-19 and are recognised in the St the related expenditure.	tatement of Comprehensive Income in t	he same period as
6	Operating profit	2020	2019
_		· £	• £ ·
	Operating profit is stated after charging:		
	Amortisation of intangible assets	3,535	_
	Depreciation of tangible fixed assets	288,275	267,093
	Exchange differences	1,113	3,425
	Land and buildings operating lease rentals	45,100	90,310
	Other operating lease rentals	78,175	58,462
7	Auditor's remuneration	2020	2019
		£	£
	Fees payable to the company's auditor in respect of:		
	Audit of the financial statements	18,385	16,995
	Taxation compliance services	3,875	3,760
	Preparation of the financial statements	•	1,390
	All other services	255_	250
		22,515	22,395
8	Employees	2020	2019
		£	£
	Staff costs, including directors' remuneration, were as follows:		
	Wages and salaries	2,016,275	2,241,155
	Social security costs	220,829	243,844
	Cost of defined contribution scheme	50,027	49,025
		2,287,131	2,534,024

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

8 Employees (continued)

The average monthly number of employees, including directors during the year was as follows:

	2020 No.	2019 No.
Administration	26	28
Production	33	38
Directors	3	4
Retail	40	22
	102	92

Employment costs include share based payments of £40,434 (2019 - £42,532) relating to the effect of section 26 of FRS 102 accounting standard. This standard requires the directors to attribute a notional cost of non-cash share option agreements to the business over the vesting period of the shares.

9	Directors' remuneration	2020 £	2019 £
	Directors' emoluments Company contributions to defined contribution pension schemes	490,494 3,105	324,529 5,787
		493,599	330,316

During the year retirement benefits were accruing to 2 directors (2019 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £144,931 (2019 - £195,408).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £nil (2019 - £2,625).

10	Interest receivable	2020 £	2019 £
	Other interest receivable	963	-
11	Interest payable and similar expenses	2020 £	2019 £
	Interest payable on loans due to group undertakings	794,592	635,658
12	Taxation	, 2020 £	2019 £
	Corporation tax		
	Current tax on profits for the year Adjustments in respect of previous periods	(25,153)	(25,944) (18,662)
	Total current tax	(25,153)	(44,606)
	Deferred tax		
	Origination and reversal of timing differences Adjustment in respect of prior periods Effect of tax rate change on opening balance	289,032 (33,906) (25,894)	(231,818) (73)
	Total deferred tax	229,232	(231,891)
	Taxation on profit on ordinary activities	204,079	(276,497)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

12 Taxation (continued)

Factors affecting the tax charge for the year

The tax assessed for the year is the same as (2019 - the same as) the standard rate of corporation tax in the UK of 19.00% (2019 - 19.00%) as set out below:

		2020	2019
		£	£
	(Loss)/profit on ordinary activities before tax	709,657	(274,085)
	corporation tax in the UK of 19.00% (2019 - 19.00%)	134,835	(52,076)
	Effects of :		
	Ineligible depreciation and amortisation	776	1,225
	Expenses not deductible for tax purposes	1,466	4,890
	Adjustments to tax charge in respect of prior years	(59,059)	(18,735)
	Adjust closing deferred tax to average corporation tax rate	(25,894)	27,273
	Tax relief on exercise of share options	(32,252)	(319,376)
	Deferred tax on share options previously not recognised	7,683	28,122
	Losses surrendered via group relief	176,524	52,180
	Other		
	Total tax charge for the year	204,079	(276,497)
13	Intangible fixed assets		
	Cost		
	At 1 January 2020		-
	Additions		35,350
	At 31 December 2020		35,350
	Depreciation		
	At 1 January 2020		-
	Amortisation for the year		3,535
	At 31 December 2020		3,535
	Net book value		
	At 31 December 2020		31,815
	At 31 December 2019		<u> </u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

14 Tangible fixed assets

14	rangible fixed assets					
		Freehold property	Plant & machinery	Motor vehicles	Fixtures, fittings	Total
	•	£	£	£	£	£
	Cost At 1 January 2020 Additions Disposals	252,487 - -	3,679,848 296,876	35,378 - -	698,564 17,504 (53,024)	4,666,277 314,380 (53,024)
	At 31 December 2020	252,487	3,976,724	35,378	663,044	4,927,633
	Depreciation At 1 January 2020 Charge for the year on owned Eliminated on disposal	180,891 19,144	762,243 193,661 	21,788 3,397	532,213 72,073 (39,259)	1,497,135 288,275 (39,259)
	At 31 December 2020	200,035	955,904	25,185	565,027	1,746,151
	Net book value At 31 December 2020	52,452	3,020,820	10,193	98,017	3,181,482
	At 31 December 2019	71,596	2,917,605	13,590	166,351	3,169,142
15	Stocks and work in progress				2020 £	2019 £
	Raw materials and consumables Work in progress Finished goods and goods for re				117,198 10,015,600 1,491,360	120,023 7,994,942 1,804,015
					11,624,158	9,918,980
16	Debtors				2020 £	2019 £
	Due within one year					
	Trade debtors Other debtors Prepayments and accrued incom Corporation tax receivable Deferred taxation	ne			2,252,402 13,652 56,349 51,097 (43,040) 2,330,460	2,525,506 59,408 205,996 186,192 2,977,102
17	Cash and cash equivalents				2020 £	2019 £
	Cash at bank and in hand				1,533,660	975,164
				•	1,533,660	975,164
18	Creditors : amounts falling du	e within one year			2020 £	2019 £
	Trade creditors Other taxes and social security Other creditors Accruals and deferred income				1,850,740 1,316,272 1,169,698 203,995	2,427,255 826,248 1,042,455 115,601
					4,540,705	4,411,559

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

19	Creditors : amounts falling due after more than one year	2020	2019
	•	£	£
	Amounts owed to group undertakings	11,580,927	10,589,327
	Accruals and deferred income	12,362	17,934
		11,593,289	10,607,261
	The interest rate charged on the intercompany loan with Chapel Down Group Pic is 79	%. There is no fixed r	epayment term.
20	Deferred taxation	2020	2019
		£	£
	At beginning of the year	186,192	(45,699)
	Charged to profit or loss	(229,232)	231,891
	At end of year	(43,040)	186,192
	The deferred taxation balance is made up as follows:		
	Accelerated capital allowances	(301,061)	(236,510)
	Tax losses carried forward and other deductions	118,130	307,363
	Share options	117,204	104,867
	Short term timing differences	22,687	· 10,472
		(43,040)	186,192
21	Share capital	2020	2019
		£	£
	Allotted, called up and fully paid		
	50,000 (2019 - 50,000) Ordinary shares of £1.00 each	50,000	50,000

22 Reserves

Profit & loss account

This reserve is the accumulation of the profits and losses since incorporation net of any dividends paid to shareholders.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

23 Share based payments

	2006 Variable price	2006 Fixed price	2009 Fixed price	2013 Fixed price	2016 Fixed price
Number of share options	3,000,000	3,239,997	3,000,000	11,000,000	430,000
Vesting period (years)	4.4	3.7	4.4	4.6	4
Outstanding at start of year	1,000,000	314,263	1,141,800	4,529,388	362,000
Weighted average exercise price at the start of the year	12.5p	15p	10p	17p	33p
Exercised			(119,666)	(50,000)	(147,000)
Granted					
Forfeited					
Outstanding at year end	1,000,000	314,263	1,022,134	4,479,388	215,000
Weighted average exercise price at the end of the year	12.5p	15p	10p	17p	33р
		2017 Fixed price	2018 Fixed price	2019 Fixed price	2020 Fixed price
Number of share options		200,000	840,000	668,942	713,332
Vesting period (years)		3	3	. 3	4
Outstanding at start of year		200,000	866,000	668,942	-
Weighted average exercise price at the start of the year		81p	84p	87p	76.5p
Exercised					
Granted					713,332
Forfeited				(268,942)	(50,000)
Outstanding at year end		200,000	866,000	400,000	663,332
Weighted average exercise price at the end of the year		81p	86.4p	87ρ	77.2p

The vesting conditions of all of the schemes require service of the same length as the vesting period.

Between 2003 and 2019 18,572,277 share options were granted. The fair value was calculated by applying the Black Scholes option pricing model. The range of model inputs were the share price at grant date (9p to 84p), exercise price (9p to 88.5p), expected volatility (2% to 35%), vesting period (2 to 4.6 years) and a risk free rate (0.5% to 5.5%). No dividends were expected.

The estimated fair value of the 713,332 share options granted in 2020 is 3.4p. This was calculated by applying the Black Scholes option pricing model. The model inputs were the share price at grant date of 77p, exercise price of 77p, expected volatility of 7.37%, no expected dividends, vesting period of up to 4 years and a risk free rate 0.75%.

Share options granted in 2020 have an expiry date varying between June 2021 and July 2023 depending on date of grant.

The current year expense resulting from the share options is £40,434 (2019 - £42,532).

The directors believe that the Black Scholes option pricing model is the most appropriate method for calculating the share option charges under Section 26 of FRS 102.

24 Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £50,027 (2019 - £49,025). Contributions totaling £412 (2019 - £19) were payable to the fund at the balance sheet date and are included in creditors.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

25 Commitments under operating leases

At 31 December 2020 the company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

cash of the following periods.	2020 £	2019 £
Land and buildings Not later than 1 year Later than 1 year and not later than 5 years	212,700 638,017	154,000 264,140
	850,717	418,140
	2020 £	2019 £
Other Not later than 1 year Later than 1 year and not later than 5 years	87,076 43,110	146,216 133,691
	130,186	279,907

26 Related party transactions

The company has taken advantage of the exemption in section 33 of FRS 102 from the requirement to disclose transactions with Chapel Down Group Plc on the grounds that 100% of the voting rights in the company are controlled within the group and consolidated financial statements are prepared by the parent company.

During the year, Curious Drinks Limited, a subsidiary of Chapel Down Group PLC, was transferred income of £2,346,618 (2019 - £4,857,030) and recharged costs, including a management charge, of £3,313,629 (2019 - £14,861,799). Costs paid by Curious Drinks Limited on behalf of English Wines were £nil (2019 - £nil). At 31 December 2020, £nil (2019 - £nil) was owed to the company by Curious Drinks Limited.

27 Financial Commitment

The company has provided an unlimited guarantee for the borrowings of Chapel Down Group Plc and Curious Drinks Limited. This guarantee is supported by a fixed and floating charge over the assets of the company. At 31 December 2020 Chapel Down Group Plc owed HSBC Bank Plc £4,755,638 (2019 - £nil). At 31 December 2020 Curious Drinks Limited owed HSBC Bank Plc £7,392,727 (2019 - £7,800,000).

28 Controlling party

The parent company, Chapel Down Group Plc holds 100% of the share capital of the company and is incorporated in England and Wales. The accounts of Chapel Down Group Plc can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

There is no ultimate controlling party.