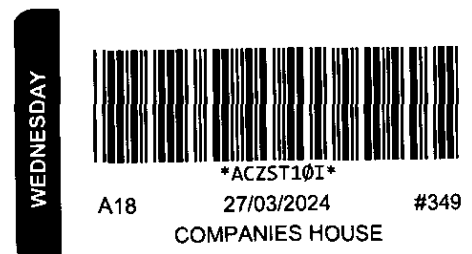


Registration number: 05185971

Accolade Wines Holdings Europe Limited

Annual Report and Financial Statements

for the Year Ended 30 June 2023



Accolade Wines Holdings Europe Limited

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Accolade Wines Holdings Europe Limited

Strategic Report for the Year Ended 30 June 2023

The Directors present their strategic report for the year ended 30 June 2023.

The purpose of the strategic report is to inform members of the Company and help them to assess how the Directors have performed their duty under s172 of the Companies Act 2006.

Business review

The principal activity of the Company is the holding of investments in subsidiary undertakings. The Directors intend that the company continues to be a holding company.

Performance and financial position

The Company did not trade during the year. Its profit for the year was £4,052,000 (2022: £3,832,000). The profit in 2023 arose from interest on loans from group undertakings, which increased the Company's net assets from £32,671,000 in 2022 to £36,723,000 in 2023.

Principal risks and uncertainties

The Company is a holding company and its risks are its ability to settle its liabilities through recovery of the value of its investments and hence are ultimately similar to those of its indirect trading subsidiary Accolade Wines Limited.

The Company's subsidiaries are exposed to volatility of shipping costs caused by demand supply issues and global congestion in United States and China. This has resulted in exceptionally higher shipping rates and dwell costs in financial year 2023, particularly between Australia and Europe compared to the 10 year average pricing on shipping. The global shipping availability and heavy vehicle driver shortages have continued to result in higher storage charges. In order to mitigate the Company's subsidiaries exposure to shipping costs a shipping tender process was run in late 2023, as a result the Company's subsidiaries expects a reduction in lane rates in the 2024 financial year.

Due to the war in the Ukraine, energy prices have increased exponentially. The Company's subsidiaries have utilised fixed price contracts to date, insulating historical glass purchases from the full impact of the energy price volatility.

Increased levels of inflation globally along with the continued cost of living crisis, have continued to tighten consumer spend which has resulted in a continued overall wine category decline in Europe. Despite this we have seen positive growth in our listings with key retailers and implemented price increases that will take effect in August 2023 to offset increased supply costs and the impact of the UK duty reform.

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as foreign exchange and interest rate to hedge certain risk exposures.

Risk management is carried out by policies approved by the Group, which identify, evaluate and hedge financial risks in close co-operation with the Group's operations. There are written principles for overall risk management, as well as policies covering specific areas, such as mitigating foreign exchange, interest rate and credit risk, use of derivative financial instruments and investing excess liquidity.

Legal and regulatory environment

The Company and its indirect trading subsidiary Accolade Wines Limited operate in a regulated environment. In the areas of health and safety, quality control, bonded warehouse compliance, environmental obligations and employee welfare, they seek to ensure that it works in an appropriate manner with the relevant regulatory bodies and encourage a proactive approach to changes in the legal environment.

Accolade Wines Holdings Europe Limited


Strategic Report for the Year Ended 30 June 2023 (continued)

Subsequent Events

After 30 June 2023, the parent company, Amphora Group Limited (the Group), entered into good faith discussions with its largest senior lenders (the “Senior Lenders”) with a view to agreeing terms for a restructuring of the group debt made available under the Senior Facilities Agreement (the “Senior Debt”) and a recapitalisation of the Group. As part of this process, the Senior Lenders have also granted certain interest deferrals in respect of the Senior Debt and extended the time period for delivery of annual and quarterly financial statements and accompanying compliance certificates.

These discussions have been successful and the relevant members of the Group and Senior Lenders holding in aggregate over 93% of the principal amount of the Senior Debt have entered into a binding “lock-up agreement” on 31 January 2024 (the “Lock-up Agreement”).

Approved by the Board on 25th March 2024 and signed on its behalf by:



D W Nicol
Director

Accolade Wines Holdings Europe Limited

Directors' Report for the Year Ended 30 June 2023

The directors present their report and the financial statements for the year ended 30 June 2023.

Directors of the company

The Directors who held office during the year were as follows:

T Singh

C Thompson-Hill (resigned 15 February 2024)

C J Shrimplin (resigned 24 August 2022)

The following director was appointed after the year end:

D W Nicol (appointed 15 February 2024)

Financial Risk Management

The Company's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses derivative financial instruments such as foreign exchange and interest rate contracts to hedge certain risk exposures.

Risk management is carried out by policies approved by the Company, which identifies, evaluates and hedges financial risks in close co-operation with the Company's operations. There are written principles for overall risk management, as well as policies covering specific areas, such as mitigating foreign exchange, interest rate and credit risk, use of derivative financial instruments and investing excess liquidity.

Political donations

The Company did not make any political donations or incur any political expenditure during the current or previous year.

Future developments

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report.

Indemnities and insurance

The Directors of the Company are included in the insurance cover obtained by the Company for the Directors and Officers of the Group.

Disclosure of the terms and premiums are prohibited by the terms of the policy.

Approved by the Board on 25th March 2024 and signed on its behalf by:



D W Nicol
Director

Thomas Hardy House
2 Heath Road
Weybridge, Surrey KT13 8TB

Accolade Wines Holdings Europe Limited

Statement of Directors' Responsibilities

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 elected to prepare 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 these financial statements, the directors are required to:

- select suitable accounting policies and 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.

Accolade Wines Holdings Europe Limited

Income Statement for the Year Ended 30 June 2023

	Note	2023 £ 000	2022 £ 000
Interest income	3	<u>4,052</u>	<u>3,832</u>
Profit before tax		4,052	3,832
Income tax expense	6	<u>-</u>	<u>-</u>
Profit and total comprehensive income for the year		<u><u>4,052</u></u>	<u><u>3,832</u></u>

The notes on pages 8 to 18 form an integral part of these financial statements.

Accolade Wines Holdings Europe Limited

(Registration number: 05185971)

Statement of Financial Position as at 30 June 2023

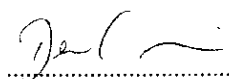
	Note	2023 £ 000	2022 £ 000
Assets			
Current assets			
Trade and other debtors	8	101,021	96,969
Current liabilities			
Trade and other creditors	9	(64,298)	(64,298)
Net current assets		<u>36,723</u>	<u>32,671</u>
Total assets less current liabilities		<u>36,723</u>	<u>32,671</u>
Net assets		<u>36,723</u>	<u>32,671</u>
Capital and reserves			
Share capital	10	110	110
Share premium reserve	11	697	697
Capital redemption reserve	11	734	734
Profit and loss account	11	<u>35,182</u>	<u>31,130</u>
Shareholders' funds		<u>36,723</u>	<u>32,671</u>

For the financial year ending 30 June 2023 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

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

Approved by the Board on 25th March 2024 and signed on its behalf by:



D W Nicol

Director

The notes on pages 8 to 18 form an integral part of these financial statements.

Accolade Wines Holdings Europe Limited

Statement of Changes in Equity for the Year Ended 30 June 2023

	Share capital £ 000	Capital redemption reserve £ 000	Share premium reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 July 2021	110	734	697	27,298	28,839
Profit for the year	-	-	-	3,832	3,832
Total comprehensive income	-	-	-	3,832	3,832
At 30 June 2022	110	734	697	31,130	32,671

	Share capital £ 000	Capital redemption reserve £ 000	Share premium reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 July 2022	110	734	697	31,130	32,671
Profit for the year	-	-	-	4,052	4,052
Total comprehensive income	-	-	-	4,052	4,052
At 30 June 2023	110	734	697	35,182	36,723

The notes on pages 8 to 18 form an integral part of these financial statements.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023

1 Accounting policies

General information

Accolade Wines Holdings Europe Limited (the Company) is a private company, limited by shares, incorporated, domiciled and registered in England in the UK. The registered number is 2715046 and the registered address is Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK ("Adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared under historical cost accounting rules.

These financial statements are presented in Great British Pounds, which is the functional and presentational currency of the Company.

Amounts in the financial statements have been rounded to the nearest thousand pounds, or in certain cases, the nearest pound.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Summary of disclosure exemptions

The Company's ultimate parent company, Amphora Group Limited (AGL) includes the Company in its consolidated financial statements. The consolidated financial statements of AGL are prepared in accordance with International Financial Reporting Standards as adopted by the UK and are available to the public and may be obtained from Accolade Wines, Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, KT13 8TB.

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

- Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

1 Accounting policies (continued)

Summary of disclosure exemptions (continued)

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Going concern

The Group has considerable financial resources together with agreements with a number of customers and suppliers, across different geographic areas and markets.

The Company accesses funding through intercompany borrowings from related parties, Amphora Finance Limited and Amphora Australia Holdings Pty Ltd, who have access to funding to draw down on a revolving credit facility of \$AUD 136 million (representing the borrowings under the RCF). The RCF is made available under the Senior Facilities Agreement dated 6 April 2018 (as amended and/or restated from time to time) (the "Senior Facilities Agreement") (the "RCF").

The Company's financing facilities are dependent on AGL Group's agreements with lenders. The AGL Group financial statements included a disclosure of material uncertainty regarding the ability of the AGL Group to continue as a going concern. The details of the AGL Group material uncertainty in relation to the agreement with the Senior Lenders and the AGL Group Receivables facility are set out in the AGL 30 June 2023 Consolidated Financial Statements.

As a result of the uncertainties in relation to the AGL group's agreement with Senior Lenders there is a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the above, the Directors of AGL and the Company have reasonable grounds to consider that an M&A Transaction or the Financial Restructuring will be implemented, and that the AGL Group will have sufficient liquidity to meet its liabilities as they fall due for the foreseeable future, being a period of at least 12 months from the date of these financial statements.

Exemption from preparing group accounts

The financial statements contain information about Accolade Wines Holdings Europe 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 by full consolidated financial statements of its parent, Amphora Group Limited, a company incorporated in the United Kingdom.

Tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

1 Accounting policies (continued)

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years

Trade and other debtors

Trade and other debtors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The amounts are unsecured and are received on demand.

Loan receivables

Loan receivables are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, loan receivables are stated at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at fair value subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

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.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

Dividends

Dividends are only recognised as a liability to the extent that they are declared, shareholder approved and irrevocable prior to the year end. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Financial Instruments

Initial recognition

Financial assets and financial liabilities comprise all assets and liabilities reflected in the balance sheet.

The Company recognises financial assets and financial liabilities in the balance sheet when, and only when, the Company becomes party to the contractual provisions of the financial instrument.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

1 Accounting policies (continued)

Financial instruments (continued)

Financial assets are initially recognised at fair value. Financial liabilities are initially recognised at fair value, representing the proceeds received net of premiums, discounts and transaction costs that are directly attributable to the financial liability.

All regular way purchases and sales of financial assets and financial liabilities classified as fair value through profit or loss ("FVTPL") are recognised on the trade date, i.e. the date on which the Company commits to purchase or sell the financial assets or financial liabilities. All regular way purchases and sales of other financial assets and financial liabilities are recognised on the settlement date, i.e. the date on which the asset or liability is received from or delivered to the counterparty. Regular way purchases or sales are purchases or sales of financial assets that require delivery within the time frame generally established by regulation or convention in the market place.

Subsequent to initial measurement, financial assets and financial liabilities are measured at either amortised cost or fair value.

Classification and measurements

Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:-

Financial assets are classified into one of the following three categories:-

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVTOCI); or
- financial assets at fair value through the profit or loss (FVTPL).

Financial liabilities are classified into one of the following two categories:-

- financial liabilities at amortised cost; or
- financial liabilities at fair value through the profit or loss (FVTPL).

The classification and the basis for measurement are subject to the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, as detailed below:-

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:-

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either of the above two criteria is not met, the financial assets are classified and measured at fair value through the profit or loss (FVTPL).

If a financial asset meets the amortised cost criteria, the Company may choose to designate the financial asset at FVTPL. Such an election is irrevocable and applicable only if the FVTPL classification significantly reduces a measurement or recognition inconsistency.

Financial assets at fair value through the profit or loss (FVTPL)

Financial assets not otherwise classified above are classified and measured as FVTPL.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

1 Accounting policies (continued)

Financial liabilities at amortised cost

All financial liabilities, other than those classified as financial liabilities at FVTPL, are measured at amortised cost using the effective interest rate method.

Financial liabilities at fair value through the profit or loss

Financial liabilities not measured at amortised cost are classified and measured at FVTPL. This classification includes derivative liabilities.

Derecognition

Financial assets

The Company derecognises a financial asset when;

- the contractual rights to the cash flows from the financial asset expire,
- it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and the sum of the consideration received is recognised as a gain or loss in the profit or loss.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire.

Impairment of financial assets

Measurement of Expected Credit Losses

The Company recognises loss allowances for expected credit losses (ECL) on financial instruments that are not measured at FVTPL, namely:

- Financial assets that are debt instruments
- Trade and other debtors
- Balances with related parties

The Company may consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

For trade debtors, the Company applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the debtors. To measure the expected credit losses, trade debtors have been grouped based on shared credit risk characteristics. The expected loss rates are based on payment profiles of historical sales and the associated credit losses experienced, adjusted for forward-looking factors specific to the debtors and the economic environment.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are set out below.

Impairment of balances due from fellow group undertakings

The Company tests whether balances due from related undertakings have suffered any impairment if events or changes indicate that their value might be impaired. Where an indicator of impairment exists, the recoverable amounts of cash-generating units are determined based on value-in-use calculations. This involves estimation in terms of cash flows and discount rates and a change in either of these could result in an impairment. A cash-generating unit is the smallest group of assets that independently generates cash flow and whose cash flow is largely independent of the cash flows generated by other assets.

3 Finance Income

	2023	2022
	£ 000	£ 000
Interest income - related parties	4,052	3,832

4 Staff costs

There were no employees or staff costs for either year.

5 Directors' remuneration

The emoluments of the directors are paid by a fellow group company, which makes no recharge to the Company. All directors are directors of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

6 Income tax

Tax charged/(credited) in the income statement

	2023	2022
	£ 000	£ 000

Current taxation

UK corporation tax

	-	-
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Factors affecting current tax charge for the year

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2022 - lower than the standard rate of corporation tax in the UK) of 20.5% (2022 - 19%).

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge and deferred tax assets accordingly.

The differences are reconciled below:

	2023	2022
	£ 000	£ 000
Profit before tax	4,052	3,832
Corporation tax at standard rate	831	728
Group relief not paid for	(831)	(728)
Total tax charge/(credit)	-	-

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

7 Investments

Details of the subsidiaries as at 30 June 2023 are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Accolade Wines Europe No. 2 Limited*	Holding Company	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Hertford Limited	Cellars Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Avalon Limited	Cellars Two Holding Company	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Europe Limited	Brands Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Limited	Wines Manufacture and distributor of wine	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Europe Limited	Wines Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Africa (Pty) Limited	Wines South Manufacture and distributor of wine	Flagstone Winery, Paardevlei, WR Quinan Boulevard, Somerset West, Cape Town, Western Cape, South Africa	100%	100%
Accolade SpA	Wines Chile Manufacture and distributor of wine	Avenida Bello Horizonte 845, Of 302, Piso 3 Torre B, Rancagua	100%	100%
Western Holdings Limited	Wines Licensing of trademarks	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

7 Investments (continued)

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Accolade Wines UK Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Stowells of Chelsea Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Stone's of London Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Wines Weybridge Limited (previously Babycham Limited)	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Hudson & Hill Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Western Wines Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB, UK	100%	100%
Accolade Europe Limited	Wines Trading Manufacture and distributor of wine	2nd Floor, 1-2 Victoria, Buildings, Haddington Road, Dublin 4, Ireland	100%	100%
Lambrini Limited	Dormant	Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England KT13 8TB	100%	100%

* indicates direct investment of Accolade Wines Holdings Europe Limited

8 Trade and other debtors

	2023 £ 000	2022 £ 000
Amounts owed from related parties	<u>101,021</u>	<u>96,969</u>

Included within amounts owed from related parties is a £60,000,000 (2022: £60,000,000) loan receivable with a term of 10 years at an interest rate of 3.75% which is repayable on demand. There is also capitalised interest of £35,394,000 (2022: £31,341,000) included here.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

9 Trade and other creditors

	30 June 2023 £ 000	30 June 2022 £ 000
Trade creditors	<u>64,298</u>	<u>64,298</u>

Trade and other creditors due to related parties primarily comprises of balances which are repayable on demand from its subsidiary companies.

10 Share capital

Allotted, called up and fully paid shares

	30 June 2023		30 June 2022	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares - fully paid of £0.01 each	8,594	85.94	8,594	85.94
Management ordinary shares - fully paid of £0.01 each	272	2.72	272	2.72
Preferred ordinary shares of £0.01 each	<u>2,135</u>	<u>21.35</u>	<u>2,135</u>	<u>21.35</u>
	<u>11,001</u>	<u>110</u>	<u>11,001</u>	<u>110</u>

Management ordinary shares are non-voting ordinary shares that have no voting rights but have the same economic rights as ordinary shares.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. In a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Preferred ordinary shares rank over ordinary shares if the Company goes into liquidation.

All shares, including management ordinary shares are owned by Amphora Finance Limited.

Accolade Wines Holdings Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2023 (continued)

11 Reserves

Profit and loss account

The profit and loss account represents cumulative profits and losses, net of dividends paid and other adjustments.

Share premium account

The share premium account represents the amount subscribed for share capital in excess of the nominal value.

Capital redemption reserve

The capital redemption reserve represents shares bought back by the Company.

12 Related party transactions

The Company has taken advantage of the exemption under FRS 101 not to disclose transactions with wholly owned subsidiaries which form part of the Group. Year-end debtors and creditors balances held with Group companies are shown in notes 8 and 9 respectively.

13 Parent and ultimate parent undertaking

The Company's immediate parent is Amphora Finance Limited, who has the same registered office as the ultimate UK parent, Amphora Group Limited.

The smallest and largest group financial statements which include the Company is Amphora Group Limited which produces publically available financial statements. These financial statements are available on request from its registered office Thomas Hardy House, 2 Heath Road, Weybridge, Surrey, England, KT13 8TB.

The Company was acquired on 31 May 2018 by the Carlyle Group. The Company's ultimate controlling party is Amphora Group Limited, which is owned by Carlyle Asia Partners IV L.P., Cap IV Coinvestment L.P. and Carlyle Amphora Partner L.P., who collectively own 100% of the issued ordinary shares in Amphora Group Limited.

14 Post balance sheet events

After 30 June 2023, the parent company, Amphora Group Limited (the Group), entered into good faith discussions with its largest senior lenders (the "Senior Lenders") with a view to agreeing terms for a restructuring of the group debt made available under the Senior Facilities Agreement (the "Senior Debt") and a recapitalisation of the Group. As part of this process, the Senior Lenders have also granted certain interest deferrals in respect of the Senior Debt and extended the time period for delivery of annual and quarterly financial statements and accompanying compliance certificates.

These discussions have been successful and the relevant members of the Group and Senior Lenders holding in aggregate over 93% of the principal amount of the Senior Debt have entered into a binding "lock-up agreement" on 31 January 2024 (the "Lock-up Agreement").