

REGISTERED NUMBER: 12409048 (England and Wales)

**Terroir Intermediate Holding Limited**  
**Annual Report and**  
**Unaudited Financial Statements for the Year Ended 31 December 2022**

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**Terroir Intermediate Holding Limited**

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for the Year Ended 31 December 2022**

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**Terroir Intermediate Holding Limited**

**Company Information  
for the Year Ended 31 December 2022**

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**DIRECTORS:**

E M Kalawski  
I M S Downie  
M A Sigler

**SECRETARY:**

E M Kalawski

**REGISTERED OFFICE:**

280 Bishopsgate  
London  
United Kingdom  
EC2M 4RB

**REGISTERED NUMBER:**

12409048 (England and Wales)

**Terroir Intermediate Holding Limited (Registered number: 12409048)**

**Strategic Report  
for the Year Ended 31 December 2022**

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**Introduction**

The directors present their strategic report for the year ended 31 December 2022.

The principal activity of the Company in the year was that of a holding company and the directors intend it to continue as an investment holding company for the foreseeable future. The principal activity of the underlying Group (being the subsidiary companies as set out in note 8) is the production and marketing of wine.

The Company is a private company limited by shares and is incorporated and domiciled in England.

**Business review**

The Company generated no trading income. As a result, the Company made a loss for the year of \$17,033 (2021: loss \$2,111,197).

The financial position of the Company as at 31 December 2022 is shown in the financial statements and notes on pages 6 to 16. The Company is in a net asset position of \$96,939,556 as at 31 December 2022.

**Principal risks and uncertainties**

From the perspective of the Company, the principal risks and uncertainties are integrated with that of Terroir Holding Limited and are not managed separately. These are discussed within the Group's annual report, which is publicly available.

The Board does not believe there are any principal risks that are not financial risks.

**Financial key performance indicators**

The directors oversee the operations of the Group at the parent company level (Terroir Holding Limited), of which the Company is included. The directors of the Company do not believe the use of KPI's is appropriate for assessing the performance or position of the Company as this is not a trading entity.

**Stakeholder engagement**

As the Company is an investment holding company within the Group, it does not have any customers or employees, and its key stakeholder is therefore its shareholder.

The directors are committed to effective engagement with the Company's immediate shareholder, Terroir Intermediate Holding Limited, and engagement with that company is principally effected through that company's directors who are also directors of the Company.

**Section 172(1) statement**

The directors have had regard to the factors set out in section 172(1) in discharging its duties and within the Group's wider purpose.

This report was approved by the Board and signed on its behalf:

  
M A Sigler – Director

Date: 17th November 2023

**Report of the Directors  
for the Year Ended 31 December 2022**

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The directors present their report with the financial statements of the Company for the year ended 31 December 2022.

**Directors**

The directors who served during the period were:

E M Kalawski  
I M S Downie  
M A Sigler

**Directors' responsibilities statement**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and Financial Reporting Standard ("FRS") 101 'Reduced Disclosure Framework'. 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 in accordance with International Accounting Standards ("IAS") 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group and company financial position and financial performance; 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 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 company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report and a directors' report that comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

**Results and dividends**

The loss for the year, after taxation, amounted to \$17,033 (2021: loss \$2,111,197).

The directors have not paid a dividend and do not recommend a dividend for the year ended 31 December 2022.

**Report of the Directors  
for the Year Ended 31 December 2022**

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**Going Concern**

The financial year 2022 stopped the problems and risks associated with the development of Covid 19. The Company had implemented all necessary actions to maintain its profitability profiles in response to changes in demand. In accordance with IAS 38 and IAS 36, the Company annually verifies the recoverability of intangible assets with an indefinite life. The economic and financial outlook did not reveal any going concern issues related to particular risk factors. The Group remains in a solid position to develop profitability and cash flow, to finance the investments necessary to maintain competitiveness and to meet its financial commitments to a large extent.

The Group is funded through a combination of debt and equity. The Group is cash generative at the operating level, generating €16,421,000 of cash from operations before tax in 2022 (2021 - €13,669,000) and ended December 2022 with a cash balance of €12,821,000 (2021 - €13,486,000). Despite challenging market conditions subsequent to the year end, the Group has generated revenue and profits in line with the 2022 results and continued to generate significant cash at an operating level, reflecting the robust business model and enabling the Group to meet interest and loan repayments as they fall due, as well as day to day operational requirements. As at the end of August 2023 the Group retained cash balances in excess of €10.55m.

Long term loans of €64,600,000 at 31 December 2022, excluding loans from MPS, Unicredit and ISMEA (2021 - €73,980,000) have a performance covenant which is assessed every 6 months. Therefore, to assess the Group's ongoing ability to comply with its performance covenant, management has prepared for the directors a detailed base case forecast covering the period to 31 December 2024 which indicate significant headroom in compliance with the covenant test throughout. The directors have also considered a range of downside scenarios, including performing a reverse stress test, despite continued positive performance against prior year and budget to date, as the Directors acknowledge that there is a level of uncertainty caused by the impact of the conflict in Ukraine, inflationary cost pressures, and the continued impact of the COVID-19 pandemic. Within these downside scenarios headroom is maintained on the covenant test and the reverse stress test scenario is deemed remote.

On this basis the directors have concluded that the Group will continue to meet their performance covenant requirements and have sufficient liquidity to meet their liabilities as they fall due over the going concern assessment period to 31 December 2024. The loan from Bank of America of \$31.5million (the "BofA loan") is due for renewal on 21 August 2024 and thus within the assessment period. At the time of signing the annual report and financial statements the renewal of this loan has not been concluded. Whilst the directors expect the BofA loan facility to be renewed, this is not guaranteed or within the control of the Directors and as the forecasts indicate the Group would not have sufficient reserves to repay the BofA loan at the renewal date, the Company has obtained a letter of support from its shareholder, Platinum Equity Small Cap Fund International (Cayman) LP indicating that it would provide sufficient resources to enable the Company to settle the BofA loan in the event it is not renewed, with such support provided for a period of 18 months from the date of approval of the financial statements (or, if earlier, the date on which the BofA loan is extended), and thus extending well beyond the assessment period. On the basis of the above and their assessment of the Group's and Company's financial prospects and position the directors have a reasonable expectation that the Group and Company will be able to continue in operational existence for the going concern assessment period to 31 December 2024. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**Future developments**

The directors intend the Company to continue as an investment holding company for the foreseeable future.

**Streamline energy and carbon reporting**

Disclosures in relation to streamline energy carbon reporting have been made by the parent company and as such the Company is exempt from making separate disclosures.

**Terroir Intermediate Holding Limited (Registered number: 12409048)**

**Report of the Directors  
for the Year Ended 31 December 2022**

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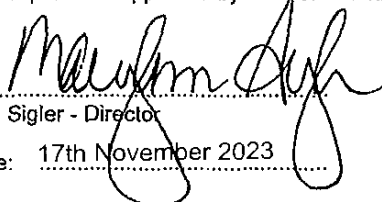
**Qualifying third-party indemnity provisions**

The Company maintains liability insurance for its directors and officers during the period under review and up to the date of signing the financial statements. This is a qualifying third-party indemnity provision for the purposes of the Companies Act 2006.

**Events after the reporting period**

In February 2023, an important arbitration case was settled before the International Chamber of Commerce in Paris, in which the Group was the defendant for alleged unpaid compensation to a foreign sales intermediary. The arbitration award rejected in full the claims made by the third party and allocated the costs of the proceedings between the parties. The related provision for risks recognised in FY2021 at Group level was released to the income statement for the portion exceeding the legal and arbitration costs.

This report was approved by the Board and signed on its behalf:

12/23  
  
.....  
M A Sigler - Director

Date: 17th November 2023  
.....

**Terroir Intermediate Holding Limited (Registered number: 12409048)**

**Statement of Comprehensive  
Income  
for the Year Ended 31 December 2022**

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	Notes	Year Ended 31.12.22 \$	Year Ended 31.12.21 \$
<b>TURNOVER</b>		-	-
Administrative expenses		<u>(17,033)</u>	<u>(24,872)</u>
<b>OPERATING LOSS</b>	5	(17,033)	(24,872)
Interest payable and similar expenses	6	<u>-</u>	<u>(2,086,325)</u>
<b>LOSS BEFORE TAXATION</b>		(17,033)	(2,111,197)
Tax on loss	7	<u>-</u>	<u>-</u>
<b>LOSS FOR THE FINANCIAL PERIOD</b>		<u>(17,033)</u>	<u>(2,111,197)</u>

There were no recognised gains and losses for 2022 and 2021 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2022 and 2021.

The notes on pages 9 to 16 for part of these financial statements.

The notes form part of these financial statements



**Terroir Intermediate Holding Limited (Registered number: 12409048)**

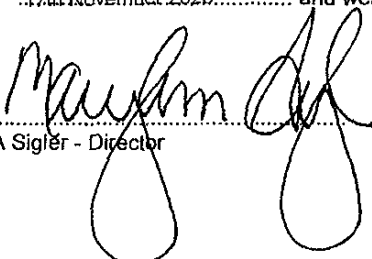
**Statement of Financial Position  
31 December 2022**

	Notes	2022 \$	2021 \$
<b>FIXED ASSETS</b>			
Investments	8	96,934,415	96,934,415
<b>CURRENT ASSETS</b>			
Debtors	9	2	-
Cash at bank	10	8,643	38,685
		8,645	38,685
<b>CURRENT LIABILITIES</b>			
Creditors: Amounts falling due within one year	11	(3,504)	(16,511)
<b>NET CURRENT ASSETS</b>		5,141	22,174
<b>NET ASSETS</b>		96,939,556	96,956,589
<b>CAPITAL AND RESERVES</b>			
Called up share capital	12	5	5
Share premium	13	91,000,719	91,000,719
Retained earnings	13	5,938,832	5,955,865
<b>SHAREHOLDERS' FUNDS</b>		96,939,556	96,956,589

For the year ended 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the Board of Directors and authorised for issue on 17th November 2023 and were signed on its behalf by:

WZB

  
M A Sigler - Director

The notes form part of these financial statements

**Terroir Intermediate Holding Limited (Registered number: 12409048)**

**Statement of Changes in Equity  
for the Year Ended 31 December 2022**

	Called up share capital \$	Retained earnings \$	Share premium \$	Total equity \$
<b>Balance at 31 December 2020</b>	1	8,067,062	-	8,067,063
<b>Changes in equity</b>				
Issue of share capital	4	-	91,000,719	91,000,723
Total comprehensive loss	<u>-</u>	<u>(2,111,197)</u>	<u>-</u>	<u>(2,111,197)</u>
<b>Balance at 31 December 2021</b>	<u>5</u>	<u>5,955,865</u>	<u>91,000,719</u>	<u>96,956,589</u>
<b>Changes in equity</b>				
Total comprehensive loss	<u>-</u>	<u>(17,033)</u>	<u>-</u>	<u>(17,033)</u>
<b>Balance at 31 December 2022</b>	<u><u>5</u></u>	<u><u>5,938,832</u></u>	<u><u>91,000,719</u></u>	<u><u>96,939,556</u></u>

The notes form part of these financial statements

## **Terroir Intermediate Holding Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022**

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#### **1. GENERAL INFORMATION**

Terroir Intermediate Holding Limited is a company incorporated in the United Kingdom under the Companies Act.

The Company is a private company, limited by shares, registered in England and Wales, registration number 12409048. The registered office is 280 Bishopsgate, London, United Kingdom, EC2M 4RB.

These financial statements present the results of the Company for the year ended 31 December 2022.

#### **2. ACCOUNTING POLICIES**

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

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 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### **2.2 Financial Reporting Standard 101 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(p), 866 and B67 of FRS 3 Business Combinations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures; and
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

This information is included in the consolidated financial statements of Terroir Holding Limited as at 31 December 2021 and these financial statements may be obtained from the group's registered office, as per Note 1.

##### **2.3 Exemption from preparing consolidated financial statements**

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under UK law and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

**Terroir Intermediate Holding Limited**  
**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2022**

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**2. ACCOUNTING POLICIES - continued**

**2.4 Going concern**

The financial year 2022 stopped the problems and risks associated with the development of Covid 19. The Company had implemented all necessary actions to maintain its profitability profiles in response to changes in demand. In accordance with IAS 38 and IAS 36, the Company annually verifies the recoverability of intangible assets with an indefinite life. The economic and financial outlook did not reveal any going concern issues related to particular risk factors. The Group remains in a solid position to develop profitability and cash flow, to finance the investments necessary to maintain competitiveness and to meet its financial commitments to a large extent.

The Group is funded through a combination of debt and equity. The Group is cash generative at the operating level, generating €16,421,000 of cash from operations before tax in 2022 (2021 - €13,669,000) and ended December 2022 with a cash balance of €12,821,000 (2021 - €13,486,000). Despite challenging market conditions subsequent to the year end, the Group has generated revenue and profits in line with the 2022 results and continued to generate significant cash at an operating level, reflecting the robust business model and enabling the Group to meet interest and loan repayments as they fall due, as well as day to day operational requirements. As at the end of August 2023 the Group retained cash balances in excess of €10.55m.

Long term loans of €64,600,000 at 31 December 2022, excluding loans from MPS, Unicredit and ISMEA (2021 - €73,980,000) have a performance covenant which is assessed every 6 months. Therefore, to assess the Group's ongoing ability to comply with its performance covenant, management has prepared for the directors a detailed base case forecast covering the period to 31 December 2024 which indicate significant headroom in compliance with the covenant test throughout. The directors have also considered a range of downside scenarios, including performing a reverse stress test, despite continued positive performance against prior year and budget to date, as the Directors acknowledge that there is a level of uncertainty caused by the impact of the conflict in Ukraine, inflationary cost pressures, and the continued impact of the COVID-19 pandemic. Within these downside scenarios headroom is maintained on the covenant test and the reverse stress test scenario is deemed remote.

On this basis the directors have concluded that the Group will continue to meet their performance covenant requirements and have sufficient liquidity to meet their liabilities as they fall due over the going concern assessment period to 31 December 2024. The loan from Bank of America of \$31.5million (the "BofA loan") is due for renewal on 21 August 2024 and thus within the assessment period. At the time of signing the annual report and financial statements the renewal of this loan has not been concluded. Whilst the directors expect the BofA loan facility to be renewed, this is not guaranteed or within the control of the Directors and as the forecasts indicate the Group would not have sufficient reserves to repay the BofA loan at the renewal date, the Company has obtained a letter of support from its shareholder, Platinum Equity Small Cap Fund International (Cayman) LP indicating that it would provide sufficient resources to enable the Company to settle the BofA loan in the event it is not renewed, with such support provided for a period of 18 months from the date of approval of the financial statements (or, if earlier, the date on which the BofA loan is extended), and thus extending well beyond the assessment period. On the basis of the above and their assessment of the Group's and Company's financial prospects and position the directors have a reasonable expectation that the Group and Company will be able to continue in operational existence for the going concern assessment period to 31 December 2024. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**2.5 Foreign currency translation**

**Functional and presentation currency**

The Company's functional currency is United States Dollars ("USD"). This was concluded based upon the Company being an extension of the consolidating parent company's (Terroir Holding Limited's) operations and so the same functional currency should apply.

**Terroir Intermediate Holding Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 December 2022**

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**2. ACCOUNTING POLICIES - continued**

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions. At each period end foreign currency monetary items are translated using the closing rate. Non-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.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

**2.6 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.7 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.

**2.8 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.

**2.9 Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

**3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION**

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the company's receivables from other group companies. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the subsidiaries.

**4. EMPLOYEES**

The Company has no employees.

The remuneration of the directors, if any, is paid by a controlling party. The directors' services to the Company and to a number of fellow subsidiaries are of a non-executive nature and their remuneration, if any, is deemed to be wholly attributable to the services to a controlling party. Accordingly, the Company includes no remuneration in respect of the directors.

**Terroir Intermediate Holding Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 December 2022**

**5. OPERATING PROFIT LOSS**

The loss before taxation is stated after charging/(crediting):

	Year Ended 31.12.22	Year Ended 31.12.21
	\$	\$
Accountancy fees	14,258	16,328
	<u>          </u>	<u>          </u>

**6. INTEREST PAYABLE AND SIMILAR EXPENSES**

	Year Ended 31.12.21	Year Ended 31.12.20
	\$	\$
Foreign exchange loss	-	(2,086,325)
	<u>          </u>	<u>          </u>

**7. TAXATION**

	Year Ended 31.12.22	Year ended 31.12.21
	\$	\$
Total current tax	<u>          -</u>	<u>          -</u>
Total deferred tax	<u>          -</u>	<u>          -</u>
	<u>          -</u>	<u>          -</u>
Taxation on loss on ordinary activities	<u>          -</u>	<u>          -</u>

**Factors affecting tax charge for the period**

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Year Ended 31.12.22	Year Ended 31.12.21
	\$	\$
Loss on ordinary activities before tax	<u>(17,033)</u>	<u>(2,111,197)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	(3,236)	(401,127)
<b>Effects of:</b>		
Effects of group relief received for nil consideration	<u>3,236</u>	<u>401,127</u>
Total tax charge for the period	<u>          -</u>	<u>          -</u>

# Terroir Intermediate Holding Limited

## Notes to the Financial Statements - continued for the Year Ended 31 December 2022

### 8. INVESTMENTS

	Shares in group undertakings \$
<b>COST</b>	
At 1 January 2022	
And 31 December 2022	<u>96,934,415</u>
<b>NET BOOK VALUE</b>	
At 31 December 2022	<u>96,934,415</u>
At 31 December 2021	<u>96,934,415</u>

The Company's investments at the Statement of Financial Position date in the share capital of companies include the following:

#### **Terroir Intermediate Holding I Limited**

Registered office: 100 New Bridge Street, London, EC4V

Nature of business:

	%
Class of shares:	holding
Ordinary	100.00

#### **Terroir Intermediate Holding II Limited\***

Registered office: 100 New Bridge Street, London, EC4V 6JA

Nature of business:

	%
Class of shares:	holding
Ordinary	100.00

#### **Fantini Group Vini S.r.l.\* (F.K.A. "Farnese Vini S.r.l.")**

Registered office: Via Luigi Dommarco n. 23, 66026 Ortona (CH), Italy

Nature of business: Production, bottling and sale of wines

	%
Class of shares:	holding
Ordinary	79.96

#### **Ro. De. A S.r.l.\***

Registered office: Via Salara n. 58, 64026 Roseto degli Abruzzi (TE), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

#### **Vesevo S.r.l.\***

Registered office: Via Salara n. 58, 64026 Roseto degli Abruzzi (TE), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Terroir Intermediate Holding Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 December 2022**

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**8. FIXED ASSET INVESTMENTS - continued**

**Tenimenti Zabù S.r.l.\***

Registered office: SS. 188, Contrada Anguilla, 92017 Sambuca di Sicilia (AG), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Vigneti del Vulture S.r.l.\***

Registered office: Contrada Pipoli, 8501 1 Acerenza (PZ), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Vigneti del Salento S.r.l.\***

Registered office: Via G.L. Maruggi n. 66, 74024 Manduria (TA), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Luccarelli S.r.l.\***

Registered office: Via G.L. Maruggi n. 66, 74024 Manduria (TA), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Tenute Rossetti S.r.l.\***

Registered office: Via F. Mascagni n. 15/17A, 50050 Cerreto Guidi (FI), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	47.98

**Cantina Sava S.r.l.\***

Registered office: Via Lombardia n. 2, 74028 Sava (TA), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	55.97

**Caldora Vini S.r.l.\***

Registered office: Via Civiltà del lavoro Snc, 66026 Ortona (CH), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	47.98

**Cinque Segni S.r.l.\***

Registered office: Via Francesco la Francesca n. 46, 84124 Salerno (SA), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	40.78



**Terroir Intermediate Holding Limited**

**Notes to the Financial Statements - continued  
for the Year Ended 31 December 2022**

**8. FIXED ASSET INVESTMENTS - continued**

**Atzei Vini S.r.l.\***

Registered office: Via Cagliari, 47, 09170, Oristano (OR), Italy

Nature of business: Processing and transformation of wines

	%
Class of shares:	holding
Ordinary	79.96

**Finca Fella S.I.\***

Registered office: Paseo Constitucion 75, 02690 Alpera (Albacete) Spain

Nature of business: Marketing of wines

	%
Class of shares:	holding
Ordinary	59.97

**\*Indirect subsidiaries**

**Company**

Investments in subsidiaries are recorded at cost, with a value of \$96,934,415 (2021: \$96,934,415) in Terroir Intermediate Holding I Limited, which is the fair value of the consideration paid. No cash was paid by the Company as the investment was acquired through intercompany accounts.

An assessment has been performed as to whether there is any indication that the Company's investments might be impaired. No indicators identified, the carrying value is supported by the performance and recoverable value of the Group.

**9. DEBTORS**

	2022	2021
	\$	\$
Amounts owed by group undertakings	<u>2</u>	<u>-</u>

Amounts owed by group undertakings are unsecured, interest free and repayable by 28 May 2031. Amounts owed by group undertakings are denominated in Euros.

**10. CASH AND CASH EQUIVALENTS**

	2022	2021
	\$	\$
Cash at bank and in hand	<u>8,643</u>	<u>38,685</u>

**11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	\$	\$
Amounts owed to group undertakings	183	183
Accrued expenses	<u>3,321</u>	<u>16,328</u>
	<u>3,504</u>	<u>16,511</u>

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

**Terroir Intermediate Holding Limited**  
**Notes to the Financial Statements - continued**  
**for the Year Ended 31 December 2022**

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**12. ISSUED CAPITAL**

Allotted, issued and fully paid:		Nominal value:	2022	2021
Number:	Class:		\$	\$
4	Ordinary	\$1.20	<u>5</u>	<u>5</u>

**13. RESERVES**

The profit and loss reserve include all current profits net of distributions to owners.

**14. EVENTS AFTER THE REPORTING PERIOD**

In February 2023, an important arbitration case was settled before the International Chamber of Commerce in Paris, in which the Group was the defendant for alleged unpaid compensation to a foreign sales intermediary. The arbitration award rejected in full the claims made by the third party and allocation the costs of the proceedings between the parties. The related provision for risks recognised in FY2021 at Group level was released to the income statement for the portion exceeding the legal and arbitration costs.

**15. ULTIMATE CONTROLLING PARTY**

Terroir Holding Limited (incorporated in the United Kingdom) is the immediate parent company of the Company by virtue of the majority shareholding in the company.

The Company does not have an ultimate parent company. The immediate shareholders of the parent company are Platinum Equity Small Cap Fund International (Cayman), L.P. and Platinum Terroir Principals International (Cayman) LLC.

The ultimate controlling party is Platinum Equity Small Cap Fund International (Cayman), L.P.

Terroir Holding Limited is the undertaking of the largest group to consolidate these financial statements. The registered office of Terroir Holding Limited is 280 Bishopsgate, London, EC2M 4RB.

Terroir Holding Limited is also the undertaking of the smallest group to consolidate these financial statements.