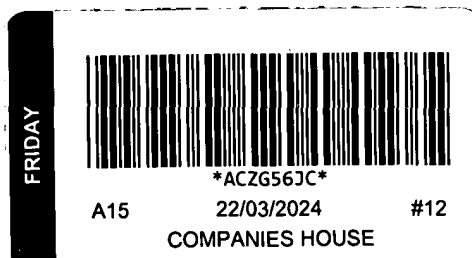


HALEWOOD ARTISANAL SPIRITS PLC

**Annual Report and Financial Statements
For the period ended 1 July 2023**



**HALEWOOD ARTISANAL SPIRITS PLC
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 1 JULY 2023**

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HALEWOOD ARTISANAL SPIRITS PLC
COMPANY INFORMATION

DIRECTORS

Mrs J M Halewood
Mr I A Douglas
Mr S A Hainsworth
Mr J A Bradbury
Mr T S Keevil
Mr K Pillay (resigned 22 August 2023)
Mr J H T Kennedy (appointed 6 March 2023)

COMPANY SECRETARY

Mr K Pillay (resigned 22 August 2023)
Mr J H T Kennedy (appointed 22 August 2023)

REGISTERED OFFICE

1st Floor
159-165 Great Portland Street
London
England
W1W 5PA

COMPANY REGISTRATION

03699814

BANKERS

National Westminster Bank plc
2-8 Church Street
Liverpool
L1 3BG

Investec Bank PLC
30 Gresham Street
London
EC2V 7QP

AUDITOR

RSM UK Audit LLP
Statutory Auditor
20 Chapel Street
Liverpool
L3 9AG

HALEWOOD ARTISANAL SPIRITS PLC STRATEGIC REPORT

BUSINESS REVIEW

Halewood Artisanal Spirits PLC ("Halewood" or "The Group", as the context requires) Net revenues in the period declined by £33m driven primarily by strategic business decisions, £25m of the change to focus away from low margin non-core activities in the UK through the cessation of all agency brands, 3rd party and own label contract manufacturing agreements. The Group stopped geographical expansion and low margin brands were either sold or delisted. The comparative for prior period had three more weeks of trading than the current period due to the disposal of subsidiaries at the year-end. Finally, the impact of the Cyber Attack during the peak Christmas trading period and the supply chain difficulties relating to glass had additional one off negative impacts on net revenues.

The UK economy was hampered by weak growth, spiralling energy costs and high inflation rates on raw materials, wages and freight charges. Vodka and other low margin brands were heavily impacted due to the company's inability to increase prices until after the Christmas period to restore net margins.

The Group reacted to inflationary pressures by reducing headcount in non-whisky projects and further scaling back International expansion projects. Net Revenues from core brands remained resilient declining by just 8% due to short term supply chain issues on vodka and down trading out of premium gin whilst 31% prodigious net revenue growth came from Dead Man's Fingers Spiced Rum. Global Travel Retail channels recovered significantly versus the previous reporting period almost doubling net revenues, driven by premium gin. Whitley Neill Gin remains the UK's number one premium gin with strong growth in the London Dry category and 0% alcohol flavoured gins, combined with a leading share in the premium flavoured gin category.

During 2022, the Group disposed of two subsidiaries, namely South Africa sold on 1 of July 2022 and the Russian subsidiary sold on 2 July 2022.

Key objectives for the Group are to grow adjusted EBITDA and to generate growth in operating income by focusing on its own artisanal spirits. Net Turnover is defined by the turnover during the period under review less the excise duty costs associated which is driven by the change in the customer mix. The following table summarises net turnover and adjusted EBITDA for each of the last two periods:

	2023 £'000	Continued Operations 2022 £'000
Turnover	162,434	217,541
Less Excise Duty	(56,907)	(79,565)
Net Turnover	105,527	137,976
Operating loss	(20,871)	(16,921)
Depreciation	5,837	4,643
Amortisation (including impairment)	2,108	1,967
Sales of asset and brand	-	(76)
Exceptional costs	1,273	-
Adjusted EBITDA	(11,653)	(10,387)

The ramifications of the Cyber Attack and the disruption to the supply chain permeated the results with the loss of sales in the peak trading period from October to December 2022. Marketing costs were switched from brand to trade marketing as the consumer became more focused on discounts in the deteriorating economic climate. The Ukrainian conflict resulted in a considerable impact on our supply chain. The supply chain costs, especially freight, spiralled to unprecedented magnitudes. The UK business also had to cope with the loss of delisting the Russian vodka and cost of rebuilding the market share with a UK sourced product.

HALEWOOD ARTISANAL SPIRITS PLC

STRATEGIC REPORT

Key performance indicators

The directors consider the key performance indicators of the Group to be Gross Margin and Operating Cash Flows which are documented in the financial statements on pages 15 to 21, plus operating profit and Adjusted EBITDA documented above. The key performance indicators utilised by management which is Gross Margin and cash flow targets for the current year were not met for the period. The operating profit target was not met due to the factors noted above. Future targets are based on delivering a reduced cost base and continued growth of core brands.

The Group monitors closely cash flow from operating activities. During the period, the cash outflow from operating activities amounted to £40,689k (2022: inflow of £69,678k) including the proceeds from disposals of subsidiaries. Proceeds from the sale of the two subsidiaries permitted the Group to repay a substantial portion of the term loan to Investec post period end. There were also reduced working capital costs.

FUTURE OUTLOOK

The Group is focused on artisanal spirits cash generation, working capital rationalisation and continues to identify disposal opportunities of non-core assets whilst investing in future whisky stocks.

With a category management approach to artisanal spirits with products at multiple price points in gin, vodka, rum and whiskies the company has partially mitigated the down trading impact. The whisky category is in its infancy but the business uniquely has three whisky distilleries in England, Scotland and Wales. The Group expects to mitigate risk from competition, changes in consumers' tastes, loss of competitive raw materials procurement, global inflation by price increases and innovation to its brand portfolio.

Our strategy of rationalising our brand portfolio to remove low margin brands was effectively completed by June 2023, although two small business units remain that are non-core due to low margin or scale are targeted to be disposed of during the next 12 months. In addition, we have incentivised our customers to trade under bond and operate with shorter credit terms resulting in improved working capital and lower bank borrowing. We are reducing our raw material stocks and finished goods whilst disposing of any long-term whisky stocks that are no longer required. Our purchasing and production strategy is to continue to source lower cost raw materials and outsource products from emerging markets to mitigate inflationary pressures in mature markets. In the UK, we continue to monitor changes in consumer behaviour and buying patterns and have tailored our trade marketing programmes in the Grocers to gain additional promotional shelf space.

SECTION 172 (1) STATEMENT

This Statement contains an overview of how the directors have performed their duty to promote the success of Halewood as set out in section 172(1) of the UK's Companies Act 2006. That section requires a director of a company to act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its shareholders. In doing this, the director must have regard, amongst other matters, to:

- a) the likely consequences of any decision in the long term,
- b) the interests of the company's employees,
- c) the need to foster the company's business relationships with suppliers, customers and others,
- d) the impact of the company's operations on the community and the environment,
- e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- f) the need to act fairly as between members of the company.

HALEWOOD ARTISANAL SPIRITS PLC STRATEGIC REPORT

DECISION MAKING

Halewood's Operational Framework sets out the principles of good governance to which the Group is required to adhere, together with its corporate values, policies and processes.

The Group produces a long-term strategic plan, a detailed financial forecast for the current year and a rolling 12 month forward financial view. The directors of each respective Group company contribute towards this process, and are also responsible, in conjunction with the Company's directors, for identifying and managing principal and emerging risks in such businesses. In doing so the directors have regard to a variety of matters including the interests of various stakeholders, the consequences of their decisions in the short term and the long-term reputation of the Group and its businesses.

EMPLOYEES

Employee engagement is a primary focus for the directors of the Company – connecting employees to the Group's strategy and purpose, empowering them to contribute to improving business performance and creating an environment in which everyone can fulfil their potential. The Group keeps employees informed about what is happening through the Halewood intranet, email, and leadership blogs and briefings.

FOSTERING BUSINESS RELATIONSHIPS WITH SUPPLIERS, CUSTOMERS AND OTHERS

The directors recognise that fostering business relationships with key stakeholders, such as customers and suppliers, is essential to the Group's success. The Group has close relationships with its customers, suppliers and industry partners, which help us to create best-in-class products.

The Group's supplier relationships are often long-term and the directors meet with key suppliers and work with the Group's procurement function to develop both deeper relationships with businesses in the supply chain and strategic relationships with key suppliers.

THE COMMUNITY AND THE ENVIRONMENT

The directors recognise the importance of leading a Group that not only generates value for shareholders but also contributes to wider society. The Group looks to ensure that we build and nurture mutually beneficial relationships between our business, our people and local stakeholders. Giving back to the communities in which we operate, and to charities that have meaning to our business, allows us to make a positive difference and have an impact where it counts.

The Group is committed to reducing the environmental impact of our operations and products, minimising our environmental footprint and, in turn, decreasing our operational costs. Some of the Group's initiatives are described in the energy efficiency initiatives summary on page 10 below.

MAINTAINING A REPUTATION FOR HIGH STANDARDS OF BUSINESS CONDUCT

The Group's approach to business conduct, aims to earn and maintain stakeholder trust and sustain business success. The directors consider it fundamental to maintain a culture focused on embedding responsible business behaviours. All employees of the Group are expected to act in accordance with the requirements of the Group's policies and values at all times. As well as being the right thing to do, this reduces the risk of compliance failure and supports us in attracting and retaining high-calibre employees.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the Group's strategy are subject to a number of risks. The key business risks affecting the Group are considered to relate to competition from other operators, impact of increases in the cost of sourcing raw materials, production and distribution as well as unprecedented inflation in mature markets.

Competitor risk

Competitor risk manifests itself in the form of competing brands in the same category, all competing for the consumers spend. The Group ensures that there is a constant pipeline of new products to bring to market and that it is investing in current brands to seek to mitigate this risk. Due to the price elasticity of the consumer more promotions had to be offered.

HALEWOOD ARTISANAL SPIRITS PLC

STRATEGIC REPORT

Consumer buying patterns risk, economic downturns and recession

Consumer buying patterns risk occurs as over time consumers switch from one alcoholic beverage category to another, or one channel to another or one price point to another. The Group mitigates this risk by making sure that its brands have strong provenance, it has brands across multiple categories, price points and availability across channels.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables, and it has implemented policies that require appropriate credit checks on potential customers before services are provided and credit insurance put in place where appropriate.

Taxation risk

As a producer and distributor of alcoholic beverages the Group is exposed to the taxation risk associated with these products. In order to mitigate the risk, the Group maintains a portfolio of products within different alcohol duty classifications. In addition, the Group is represented on various trade bodies. Consultants deemed as specialists in the respective regimes of taxation are also consulted with to minimise tax risk.

Interest rate risk

The Group has interest bearing liabilities, which are linked to the United Kingdom base rate, and does not consider itself to be exposed to any significant interest cash flow risk, given the lower level of borrowings. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

Currency risk

As the Group sells and operates in multiple markets around the globe it is exposed to movements in key currencies, in particular: the Euro, the Australian dollar and the US Dollar. This risk is managed at a Group level, with forward review of cash flows.

Liquidity risk

The Group ensures availability of funding through an appropriate amount of committed facilities that are designed to ensure the Group has sufficient available funds for operations.

Cyber security risk

The Group takes cyber threats very seriously, employing industry leading desktop and server security features to ensure the safety of the corporate data; we use a cloud based artificial intelligence based solution to protect on threats from emails, and we partner with the world's best ecommerce platforms to provide a secure and robust online trading environment for its consumer base.

Approved by the Board on 2 February 2024 and signed on its behalf by:



J M Halewood

Director

HALEWOOD ARTISANAL SPIRITS PLC

DIRECTORS' REPORT

The directors present their annual report and the audited consolidated financial statements of the Company and the Group for the period ended 1 July 2023. Future developments and principal risks and uncertainties are included in the Strategic Report in accordance with the Companies Act section s414c (11).

PRINCIPAL ACTIVITIES

The principal activities of the Group are the development, manufacture and distribution of spirits, beers and speciality drinks. As a company, Halewood Artisanal Spirits PLC is primarily an investment holding company.

RESULTS AND DIVIDENDS

The Group loss for the period is disclosed on page 15. The directors did not declare a dividend in the period (2022: no dividend).

DIRECTORS

The directors of the Company who served throughout the period and thereafter, unless otherwise stated, are set out on page 1.

GOING CONCERN

The business is continuing its rationalisation programme in both brands and operations.

The strategy to focus on brands from Halewood distilleries is forecasted to generate £2.3m additional funds from the sale of non-core long term whisky stocks in the year ended Jun 2024.

The Group meets its day-to-day working capital requirements through a combination of bank overdrafts secured over debts and loans secured over mixed assets (refer to note 19). The Group's forecasts and projections, taking account of possible changes in trading performance, show that the Group and Company expect to be able to operate within the level of funding available.

The Group continuously monitored and assessed the prevailing economic conditions and taken appropriate action to counter any ill effects for the business operations, including the supply chain and financial performance. The Group continues to see shifts in purchasing patterns between channels and restrictions to sales in export markets. In response, the Group has reduced its cost base, focused on core brands to drive the maximum Net Margin and reduced working capital requirements, whilst curtailing non-essential capital expenditure projects.

The Company and the Group continue to conduct ongoing risk assessments of the macroeconomic environment, along with cost pressures, inflation and economic downturn on its business operations and liquidity. Having undertaken these assessments up until January 2025, the forecasted future operational performance and modelled sensitivities for shifts of buying patterns, offset by focusing on the whisky stream of revenue showed that the Group is expected to operate within current banking facilities. The directors therefore consider that the Company and the Group will be able to continue in operational existence and accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result, the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

CHARITABLE AND POLITICAL CONTRIBUTIONS

During the period the Group made charitable donations of £nil (2022: £nil). No political contributions were made by the Company or its subsidiaries (2022: £Nil).

HALEWOOD ARTISANAL SPIRITS PLC DIRECTORS' REPORT

EMPLOYEES

During the period, the Group continued to provide employees with relevant information through line managers and the opportunity to attend regular employee business forum meetings held throughout the period. Priority is given to ensuring that employees are aware of all significant matters affecting the Group's trading position and of any significant organisational changes.

It is the policy of the Group to support the employment of disabled persons where possible, both in recruitment and by retention of employees who become disabled whilst in the employment of the Group, as well as generally through training and career development.

STREAMLINED ENERGY AND CARBON REPORTING

SUMMARY

The gross greenhouse gas (GHG) market-based emissions for Halewood Artisanal Spirits Plc are 4,058 tonnes of carbon dioxide equivalent (tCO₂e) at an emissions intensity of 25.05 tCO₂e per £m of revenue for the period 8 July 2022 to 1 July 2023.

The gross GHG emissions figure includes all material Scope 1, 2 and 3 emissions required to be disclosed by the SECR legislation; that is the emissions associated with the purchase of electricity, the combustion of natural gas and the consumption of fuel for transport. The emissions figure also includes those emissions arising from fuel combusted in stationary plant and the emissions from the transmission and distribution of electricity, which are reported voluntarily.

Halewood Artisanal Spirits Plc's total GHG market-based emissions this year were 68% higher than the previous year, with a corresponding increase in emissions intensity of 286%. The increase mostly is due to the GHG Protocol's exclusion of RGGOs as a means of reporting reduced emissions from consumption of natural gas, plus improved reporting of consumption at the Bankhall Distillery in Blackpool.

Halewood Artisanal Spirits Plc's total GHG location-based emissions this year were 47% higher than the previous year, with a corresponding increase in emissions intensity of 238%. Improved reporting of the natural gas consumption at the Bankhall Distillery in Blackpool was the main contributor to a year-on-year increase of 349% emissions. Transport related emissions were lower, with reduced diesel and petrol purchases, fewer miles claimed, and increased use of electrically charged cars. Diesel purchases for electricity generation was reduced at Chorley but the newly reported fuel oil at Aber Falls resulted in a 6% increase in emissions resulting from the use of liquid fuels. Electricity emissions have increased by 21%, mostly due to the transition at Chorley away from the diesel generators and replaced by newly available grid capacity.

GREENHOUSE GAS EMISSIONS

Table 1 - Greenhouse gas emissions by source (tonnes CO₂e) – Location-Based

Emissions source	2022/23	% Share	2021/22	% Share	% Change
Fuel combustion: Gas	1,833	38%	408	12%	349%
Fuel combustion: Transport	101	2%	184	6%	(45%)
Fuel combustion: Diesel, Fuel Oil and Propane	1,960	41%	1,857	57%	6%
Consumed electricity	927	19%	764	23%	21%
Refrigerants	-	-	57	2%	(100%)
Total emissions (tCO₂e)	4,821	100%	3,270	100%	47%
Revenue (£m)	162		371		(56%)
Intensity: (tCO₂e per £m)	29.76		8.81		238%

Halewood voluntarily reports market-based emissions. The 2022/23 emissions figure for purchased electricity in the table below reflects the investment in a zero-carbon electricity tariff at most of the sites from early 2021 onwards, which allowed to report zero Scope 2 emissions from the electricity consumption covered by the tariff. In regards to the emissions from natural gas, Renewable Gas Guarantees of Origin (RGGOs) were purchased.

HALEWOOD ARTISANAL SPIRITS PLC DIRECTORS' REPORT

STREAMLINED ENERGY AND CARBON REPORTING (continued)

In the terms of the Greenhouse Gas Protocol, this is called 'market-based' reporting - as opposed to 'location-based' reporting. Location-based reporting does not consider the energy supply contracts a company has and instead uses national carbon emission factors and is displayed in the table above.

Using a location-based methodology for carbon reporting, scope 1 emissions for 2021/22 from natural gas were 408 tCO₂e, as delivered at the location, however 38 tCO₂e was reported using market-based methodology resulting from the RGGOs covering most of the natural gas consumption. Use of RGGOs to reduce Scope 1 natural gas emissions is no longer permitted.

For electricity using a location-based our 2022/23 emissions were 927 tCO₂e (including transmission and distribution losses). Total location-based emissions are therefore 4,822 tCO₂e with an intensity of 29.76 tCO₂e per £m of revenue.

Table 2 - Greenhouse gas emissions by source (tonnes CO₂e) – Location-Based

Emissions source	2022/23	% Share	2021/22	% Share	% Change
Fuel combustion: Gas	1,833	46%	38	2%	-
Fuel combustion: Transport	101	2%	184	8%	(45%)
Fuel combustion: Diesel, Fuel Oil and Propane	1,960	48%	1,857	77%	6%
Emissions from the consumption of Electricity	164	4%	774	11%	(40%)
Refrigerants	-	-	57	2%	(100%)
Total emissions (tCO₂e)	4,058	100%	2,410	100%	68%
Revenue (£m)	162		371		(56%)
Intensity: (tCO₂e per £m)	25.05		6.50		286%

It is a standard protocol to define greenhouse gas emissions by scope. The scope items included in the calculation of the carbon footprint for Halewood are listed by scope item:

- Scope 1: direct emissions arising from activities on site - combustion of fuels to heat buildings and the use of fuel in company owned vehicles.
- Scope 2: indirect energy emissions - purchased electricity.
- Scope 3: indirect emissions - Losses from electricity distribution and transmission, private vehicles used for business travel.

Table 3 - Greenhouse gas emissions by scope (tonnes CO₂e) – Location-based

Emissions source	Scope 1	Scope 2	Scope 3	Total
Fuel combustion: Gas	1,833	-	-	1,833
Fuel combustion: Transport	69	13	19	101
Fuel combustion: Diesel, Fuel Oil and Propane	1,960	-	-	1,960
Emissions from the consumption of Electricity	-	853	74	927
Total	3,862	866	93	4,821
Share of total	80%	18%	2%	

HALEWOOD ARTISANAL SPIRITS PLC DIRECTORS' REPORT

STREAMLINED ENERGY AND CARBON REPORTING (continued)

Table 4 - Greenhouse gas emissions by scope (tonnes CO₂e) – Market-based

Emissions source	Scope 1	Scope 2	Scope 3	Total
Fuel combustion: Gas	1,833	-	-	1,833
Fuel combustion: Transport	69	13	19	101
Fuel combustion: Diesel, Fuel Oil and Propane	1,960	-	-	1,960
Emissions from the consumption of Electricity	-	90	74	164
Total	3,862	103	93	4,058
Share of total	95%	3%	2%	

ENERGY CONSUMPTION

Table 5: Energy consumption (kWh), year-on-year change

Energy consumption (kWh)	2022/23	% Share	2021/22	% Share	% change
Fuel combustion: Gas	10,022,087	45%	2,232,594	16%	(349%)
Fuel combustion: Transport	433,694	2%	798,904	6%	46%
Fuel combustion: Diesel, Fuel Oil and Propane	7,667,334	34%	7,701,552	54%	0%
Emissions from the consumption of Electricity	4,121,053	19%	3,618,923	25%	(14%)
Total	22,244,168	100%	14,351,973	100%	(55%)
Revenue (£m)	162		371		(56%)
Intensity: (kWh per £m)	137,310		38,685		(255%)

BOUNDARY, METHODOLOGY AND EXCLUSIONS

The data contained in this document are calculated and reported in line with the methodology set out in the UK Government's Environmental Reporting Guidelines, March 2019.

An 'operational control' approach has been used to define the Greenhouse Gas emissions boundary. This approach captures emissions associated with the operation of buildings within the scope of the regulation, plus transport. This report covers UK operations only, as required by SECR for Non-Quoted Large Companies.

This report also includes emissions from stationary plant (temporary diesel generators) and refrigerants under Scope 1, transmission, and distribution losses of electricity under Scope 3, which are both voluntary reportable emissions. The inclusion of emissions associated with transmission and distribution losses with the emissions from consumed electricity is considered best practice.

The methodology assumes that RGGOs are reported as 'net zero' as all emissions from the production of biomethane is upstream and the biomethane is not combusted at site in stationary plant.

Halewood Artisanal Spirits Plc is not listed on a stock exchange such as the London Stock Exchange, so is classified as a Non-Quoted Large Company for the purpose of regulatory compliance.

HALEWOOD ARTISANAL SPIRITS PLC

DIRECTORS' REPORT

STREAMLINED ENERGY AND CARBON REPORTING (continued)

Emissions have been calculated using the 2023 conversion factors provided by Department of Business, Energy & Industrial Strategy. The reporting period is July 2022 to July 2023. Problems obtaining invoices from suppliers has led to estimates amounting to 1.8% of total electricity consumption.

ENERGY EFFICIENCY INITIATIVES

We aim to continually improve our energy efficiency and reduce our impact on the environment, and to behave and operate as a responsible, sustainable business. During the year, the following initiatives have been completed.

We will hopefully drive out some energy savings through our ESOS Phase 3 audit, which is due imminently; we are also looking to implement a Net Zero Transition Plan, with the help of Inenco, a proposal is due to go before the board for approval in the near future. Phase 2 of our electrical upgrade has been costed and sent to the board for approval. This will remove the one remaining temporary electricity generator from site. We have also had recent Solar quotations for our three distilleries, The Bonnington Distillery in Edinburgh, Aber Falls in Wales, and Bankhall in the Lake District. We have started with getting our Aber Falls Distillery connected to the natural gas network, moving away from fuel oil for our process boilers on site. All spent grains from our three distilleries will be sent to anaerobic digestion plants to produce biogas.

POST BALANCE SHEET EVENTS

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

HALEWOOD ARTISANAL SPIRITS PLC

DIRECTORS' REPORT

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 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 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; 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 financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

AUDITOR AND DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the date of approval of this annual report confirms that:

- so far as the director is aware there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor, RSM UK Audit LLP will be proposed for re-appointment in accordance with Section 485 of the Companies Act 2006

APPROVAL

The Directors' Report was approved by the Board on 2 February 2024 and signed on its behalf by:



J M Halewood

Director

HALEWOOD ARTISANAL SPIRITS PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALEWOOD ARTISANAL SPIRITS PLC

Opinion

We have audited the financial statements of Halewood Artisanal Spirits PLC (the 'parent company') and its subsidiaries (the 'group') for the period ended 1 July 2023 which comprise the consolidated statement of comprehensive income, consolidated balance sheet, consolidated statement of changes in equity, consolidated cash flow statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 1 July 2023 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 group and parent 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 group's or the parent 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.

HALEWOOD ARTISANAL SPIRITS PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALEWOOD ARTISANAL SPIRITS PLC

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the 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 group and the parent company and their 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 11, 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 group's and the parent 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 group or the parent 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

HALEWOOD ARTISANAL SPIRITS PLC
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALEWOOD ARTISANAL SPIRITS PLC

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the group audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to Export and duty laws, Health and safety, The Scotch Whisky Regulations and trading under sanctions with Russia. We performed audit procedures to inquire of management and those charged with governance whether the group is in compliance with these law and regulations and inspected correspondence with licensing or regulatory authorities.

The group audit engagement team identified the risk of management override of controls and revenue cut-off as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing a risk-based sample of general ledger postings and other adjustments, evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, and reviewing dispatch documentation to ensure revenue has been recognised in the correct period.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://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.

Jacqui Baker

Jacqui Baker (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
20 Chapel Street
Liverpool
L3 9AG

4 February 2024

HALEWOOD ARTISANAL SPIRITS PLC
CONSOLIDATED PROFIT AND LOSS ACCOUNT
For the period ended 1 July 2023

	Note	Total Period ended 1 July 2023 £'000	Continued operations in period ended 7 July 2022 £'000	*Discontinued operations in period ended 7 July 2022 £'000	Total Period ended 7 July 2022 £'000
Turnover	4	162,434	217,541	153,945	371,486
Cost of sales		(127,806)	(184,930)	(118,286)	(303,216)
Gross profit		34,628	32,611	35,659	68,270
Distribution costs		(15,178)	(6,689)	(327)	(7,016)
Selling and marketing costs		(8,447)	(16,079)	(381)	(16,460)
Administrative expenses		(31,987)	(27,679)	(26,607)	(54,286)
Sale of brands		-	76	-	76
Other operating income		113	839	277	1,116
Operating (loss) / profit	7	(20,871)	(16,921)	8,621	(8,300)
Sale of subsidiaries		-	-	36,708	36,708
Interest receivable and similar income	5	-	1	10	11
Interest payable and similar charges	6	(2,812)	(2,720)	(262)	(2,982)
Share of joint venture loss		(108)	(172)	-	(172)
(Loss) / profit before taxation		(23,791)	(19,812)	45,077	25,265
Tax on (loss) / profit	11	1,235	(1,714)	(1,888)	(3,602)
(Loss) / profit for the financial period		(22,556)	(21,526)	43,189	21,663
(Loss) / Profit for the period attributable to:					
Non-controlling interest	23	24	(3)	503	500
Equity shareholders of the company		(22,580)	(21,523)	42,686	21,163
		(22,556)	(21,526)	43,189	21,663

**There were no discontinued operations in the period ended 1 July 2023. During the period ended 7 July 2022, the Group disposed of two subsidiaries, namely South Africa sold on the 2 July 2022 and the Russian subsidiary sold on the 1 July 2022. The results of the disposed subsidiaries are presented as discontinued operations for the prior period.*

HALEWOOD ARTISANAL SPIRITS PLC
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the period ended 1 July 2023

		Total Period ended 1 July 2023 £'000	Continued operations in period ended 7 July 2022 £'000	*Discontinued operations in period ended 7 July 2022 £'000	Total Period ended 7 July 2022 £'000
	Note				
(Loss) / profit for the period		(22,556)	(21,526)	43,189	21,663
Foreign exchange movement		(382)	320	(706)	(386)
Total comprehensive (loss) / income for the period		(22,938)	(21,206)	42,483	21,277
Total comprehensive (expense) / income for the period attributable to:					
Non-controlling interest	23	24	(9)	503	494
Equity shareholders of the company		(22,962)	(21,197)	41,980	20,783
		(22,938)	(21,206)	42,483	21,277

**There were no discontinued operations in the period ended 1 July 2023. During the period ended 7 July 2022, the Group disposed of two subsidiaries, namely South Africa sold on the 2 July 2022 and the Russian subsidiary sold on the 1 July 2022. The results of the disposed subsidiaries are presented as discontinued operations for the prior period.*

HALEWOOD ARTISANAL SPIRITS PLC

CONSOLIDATED BALANCE SHEET As at 1 July 2023

	Note	1 July 2023 £'000	7 July 2022 £'000 <i>restated (note 3)</i>
Fixed assets			
Brands and intellectual property rights	12	2,459	2,498
Goodwill	12	4,173	5,488
Intangible assets		6,632	7,986
Tangible assets	13	67,720	66,010
Investments	14	-	-
Share of joint venture and associates' net assets	14	4,032	3,922
		78,384	77,918
Current assets			
Stocks	15	28,408	31,591
Debtors	16	53,644	60,604
Cash at bank and in hand		3,656	44,450
		85,708	136,645
Creditors: amounts falling due within one year	17	(83,415)	(82,531)
Net current assets		2,293	54,114
Total assets less current liabilities		80,677	132,032
Creditors: amounts falling due after more than one year	18	(857)	(28,478)
Provision for liabilities	21	(2,593)	(3,389)
Net assets		77,227	100,165
Capital and reserves			
Called up share capital	22	129	129
Capital redemption reserve		5	5
Profit and loss account		76,944	99,906
Shareholders' funds		77,078	100,040
Non-controlling interests	23	149	125
Total capital employed		77,227	100,165

The financial statements of Halewood Artisanal Spirits PLC, registered number 03699814, were approved by the board of directors 2 February 2024 and signed on their behalf by:



J M Halewood
Director

HALEWOOD ARTISANAL SPIRITS PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY For the period ended 1 July 2023

	Called-up share capital £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total £'000	Non-controlling interest £'000	Total £'000
Balance as at 26 June 2021	129	5	79,123	79,257	497	79,754
Profit for the period	-	-	21,163	21,163	500	21,663
Exchange loss	-	-	(380)	(380)	(6)	(386)
Total comprehensive income for the period	-	-	20,783	20,783	494	21,277
On disposal of subsidiaries	-	-	-	-	(866)	(866)
Balance as at 7 July 2022	129	5	99,906	100,040	125	100,165
Loss for the period	-	-	(22,580)	(22,580)	24	(22,556)
Exchange loss	-	-	(382)	(382)	-	(382)
Total comprehensive expense for the period	-	-	(22,962)	(22,962)	24	(22,938)
Balance as at 1 July 2023	129	5	76,944	77,078	149	77,227

HALEWOOD ARTISANAL SPIRITS PLC

PARENT COMPANY BALANCE SHEET

As at 1 July 2023

		1 July 2023 £'000	7 July 2022 £'000
	Note		
Fixed assets			
Investments	14	6,482	6,482
Amounts due from subsidiary undertakings		98,807	93,319
		<u>105,289</u>	<u>99,801</u>
Current assets			
Debtors	16	145	2,145
Creditors: amounts falling due within one year	17	-	-
Net current assets		<u>145</u>	<u>2,145</u>
Total assets less current liabilities		<u>105,434</u>	<u>101,946</u>
Creditors: amounts falling due after more than one year	18	(4,799)	(4,799)
Net assets		<u>100,635</u>	<u>97,147</u>
Capital and reserves			
Called up share capital	22	129	129
Profit and loss account		100,506	97,018
Shareholders' funds		<u>100,635</u>	<u>97,147</u>

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit after tax for the financial period amounted to £3,488,000 (2022: £80,457,000).

The financial statements of Halewood Artisanal Spirits PLC registered number 03699814, were approved by the Board of directors on 2 February 2024 and signed on their behalf by:



J M Halewood

Director

HALEWOOD ARTISANAL SPIRITS PLC

PARENT COMPANY STATEMENT OF CHANGES IN EQUITY

For the period ended 1 July 2023

	Called-up share capital £'000	Profit and loss account £'000	Total £'000
Balance as at 26 June 2021	129	16,561	16,690
Total comprehensive income for the period	-	80,457	80,457
Balance as at 7 July 2022	129	97,018	97,147
Total comprehensive income for the period	-	3,488	3,488
Balance as at 1 July 2023	129	100,506	100,635

HALEWOOD ARTISANAL SPIRITS PLC

CONSOLIDATED CASH FLOW STATEMENT For the period ended 1 July 2023

		Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000 <i>restated (note 3)</i>
	Note		
Cash flows from operating activities	25	(19,357)	19,942
Cash flows from investing activities			
Interest received	5	-	11
Purchase of tangible fixed assets		(7,301)	(10,273)
Net proceeds from sale of fixed assets		301	585
Net proceeds from sale of subsidiaries		-	61,403
Overdraft disposed of with subsidiaries		-	(1,485)
Purchase of intangibles	12	(754)	(532)
Net cash inflow from investing activities		(7,754)	49,709
Cash flows from financing activities			
Drawdown of related parties loans		-	696
Repayment of loans		(12,501)	(583)
Capital element of finance lease repayment/(inception)	20	(1,077)	(86)
Net cash inflow / (outflow) from financing activities		(13,578)	27
Net increase/(decrease) in cash		(40,689)	69,678
Cash at the beginning of the period		44,346	(25,009)
Effect of foreign exchange rates		(3)	(323)
Cash at the end of the period		3,654	44,346
Reconciliation to cash at bank and in hand			
Cash at bank and in hand		3,656	44,450
Overdrafts		(2)	(104)
		3,654	44,346

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

1. ACCOUNTING POLICIES

General Information

Halewood Artisanal Spirits PLC is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of the registered office is given on the page 1 and the nature of the Group's operations and its principal activities are set out in the strategic report.

The financial statements have been prepared in accordance with FRS 102 the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland. The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. Details of the significant judgements and estimates are provided in note 2.

Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available to qualifying entities:

- No cash flow statement or net debt reconciliation has been presented for the parent company and
- Disclosures in respect of the parent company's income, expense, net gains and net losses on financial instruments measured at amortised cost have not been presented as equivalent disclosures have been provided in respect of the group as a whole.

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and preceding period. The functional currency of Halewood Artisanal Spirits PLC is considered to be pound sterling as that is the currency of the primary economic environment in which the company operates. The consolidated financial statements are also presented in pound sterling. Foreign operations are included in accordance with the policies set out below.

Statement of compliance

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

Audit Exemption

A number of subsidiary undertakings consolidated as at 1 July 2023, are claiming exemption from audit under section 479A Companies Act 2006, please refer to note 13 for details.

Basis of consolidation

The Group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 1 July 2023. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are re-measured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

Halewood Artisanal Spirits PLC meets the definition of a qualifying entity under FRS 102 and is therefore taking advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to presentation of the cash flow statement, financial instruments and remuneration of the key management personnel.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

1. ACCOUNTING POLICIES (continued)

GOING CONCERN

The business is continuing its rationalisation programme in both brands and operations.

The strategy to focus on brands from Halewood distilleries is forecasted to generate £2.3m additional funds from the sale of non-core long term whisky stocks in the year ended Jun 2024.

The Group meets its day-to-day working capital requirements through a combination of bank overdrafts secured over debts and loans secured over mixed assets (refer to note 19). The Group's forecasts and projections, taking account of possible changes in trading performance, show that the Group and Company expect to be able to operate within the level of funding available.

The Group continuously monitored and assessed the prevailing economic conditions and taken appropriate action to counter any ill effects for the business operations, including the supply chain and financial performance. The Group continues to see shifts in purchasing patterns between channels and restrictions to sales in export markets. In response, the Group has reduced its cost base, focused on core brands to drive the maximum Net Margin and reduced working capital requirements, whilst curtailing non-essential capital expenditure projects.

The Company and the Group continue to conduct ongoing risk assessments of the macroeconomic environment, along with cost pressures, inflation and economic downturn on its business operations and liquidity. Having undertaken these assessments up until January 2025, the forecasted future operational performance and modelled sensitivities for shifts of buying patterns, offset by focusing on the whisky stream of revenue showed that the Group is expected to operate within current banking facilities. The directors therefore consider that the Company and the Group will be able to continue in operational existence and accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result, the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

Capital grants

Capital government grants received are treated as deferred income and released to the profit and loss account over the expected useful lives of the assets to which they relate.

Turnover

Turnover comprises sales to customers less discounts and allowances and is net of value added tax. Turnover is recognised upon dispatch of goods.

Interest revenue

Interest income is recognised when it is highly probable that the economic benefits will flow to Group and the amount of the revenue can be measured reliably. Interest income is accrued on a timely basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Interest payable

Interest payable is accrued on a timely basis, by reference to the principle outstanding and at the effective interest rate agreed with the lenders.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

1. ACCOUNTING POLICIES (continued)

Goodwill

Positive goodwill is the excess of the cost of an acquired entity over the aggregate of the fair values of that entity's identifiable assets and liabilities. Positive goodwill, where treated as an asset, is amortised on a straight line basis of ten years, which has been determined by the directors as their best estimate of its useful economic life. In addition to systematic amortisation, the book value is written down to recoverable amount when any impairment is identified.

Negative goodwill is similarly included in the balance sheet and is credited to the profit and loss account in the periods in which the acquired non-monetary assets are recovered through depreciation or sale. Negative goodwill in excess of the fair values of the non-monetary assets acquired is credited to the profit and loss account in the periods expected to benefit.

Intangible assets

Brand and intellectual property rights (IPR), customer databases and design costs are valued at cost on acquisition and are amortised on a straight line basis over their estimated useful economic lives of five years.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided evenly on the cost (or valuation where appropriate) of tangible fixed assets, to write them down to their estimated residual values over their expected useful lives. Where there is evidence of impairment, fixed assets are written down to their recoverable amount. Any such write down would be charged to operating profit unless it was a reversal of a past revaluation surplus in which case it would be taken to the statement of comprehensive income. No depreciation is provided on freehold land. The principal annual rates used for other assets are:

- | | |
|-----------------------------|---------------------------------------|
| • Freehold buildings | 2% straight line on cost or valuation |
| • Fixtures and fittings | 15% to 25% straight line on cost |
| • Plant and machinery | 5% to 25% straight line on cost |
| • Computer and software | 5% to 25% straight line on cost |
| • Motor vehicles | 5% to 25% straight line on cost |
| • Assets under construction | 5% to 25% straight line on cost |

Investments

Fixed asset investments are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value.

In the Group financial statements investments in joint ventures are accounted for using the equity method. Investments in joint ventures are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the Group's share of the profit or loss and other comprehensive income of the joint venture. Goodwill arising on the acquisition of joint venture's is accounted for in accordance with the policy set out above.

Associates

In the Group financial statements investments in associates are accounted for using the equity method. Investments in associates are initially recognised at the transaction price (including transaction costs) and are subsequently adjusted to reflect the Group's share of the profit or loss and other comprehensive income of the associate as well as distributions received. Goodwill arising on the acquisition of associates is accounted for in accordance with the policy set out above. Any unamortised balance of goodwill is included in the carrying value of the investment in associates.

In the company financial statements investments in associates are accounted for at cost less impairment.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes any expenses incurred in bringing each product to its present location and condition using a first in, first out (FIFO) basis. Net realisable value is based on estimated selling price less further costs of disposal.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised where the recoverability against future taxable profits is considered to be more likely than not.

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future has been entered into by the subsidiary or associate.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. The results of overseas operations are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets and results of overseas operations and on foreign currency borrowings are reported in the statement of comprehensive income. All other exchange differences are included in the profit and loss account.

Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis in profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Pensions

The Group contributes to defined contribution pension arrangements (including stakeholder equivalent arrangements) on behalf of employees. The assets of these schemes are held separately from those of the Group in independently administered funds. The pension cost for these schemes represents contribution payable in the period.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

1. ACCOUNTING POLICIES (continued)

Financial instruments

The Group has chosen to adopt Sections 11 of FRS 102 in respect of financial instruments.

Financial assets

Financial assets of the Group comprise cash, trade and other debtors, corporation tax receivable, amounts due from subsidiaries and related parties. All financial assets are stated at amortised cost.

Basic financial assets are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Financial liabilities of the Group comprise bank loans and overdrafts, trade and other creditors, amounts payable under finance leases, amounts due to subsidiaries and related parties. All financial are stated at amortised cost.

Basic financial liabilities are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt is measured at the present value of the future receipts discounted at a market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, there are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Related party transactions

The company discloses transactions with related parties which are not wholly owned within the same Group. It does not disclose transactions with members of the same Group that are wholly owned.

Exceptional items

The Group classifies certain one-off charges or credits that have a material impact on the Group's financial results as 'exceptional items'. During the period ended 7 July 2022 exceptional items relate to disposal of the South African and Russian subsidiaries and de-merger of Halewood International Holdings (Overseas) Ltd. There were no exceptional items in the period ended 1 July 2023.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

2. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Critical judgements in applying the company's accounting policies

The following are the critical judgements that the Directors have made in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

Stock provision

Non-moving, slow moving and short dated stocks are assessed at the balance sheet date and if it is deemed that there is a material risk that some or all of the stock cannot be sold, then a provision is made.

Recoverability of trade debtors

The risk of debtor default is assessed by reference to overdue amounts and recent payment history. If there is a deemed material risk of non-payment, a provision is made.

Classification of receivables financing arrangement

The directors have reviewed the receivables financing agreement with Investec Bank plc and have concluded that as the Group bears the late payment risk in accordance with FRS 102 Section 11, the associated trade receivables should not be derecognised but the proceeds received from the bank should be recognised as borrowings.

Key accounting estimates and assumptions

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows:

Impairment of investments in subsidiaries

The carrying value of investments in subsidiaries are reviewed for impairment on annual basis. The recoverable amount is determined based on value in use which requires the determination of appropriate assumptions (which are sources of estimation uncertainty) in relation to the cash flows over a five-year forecast period, the long term growth rate to be applied beyond this five-year period and the risk-adjusted pre-tax discount rate used to discount the assumed cash flows to present value.

Impairment of goodwill and intellectual

Goodwill and intellectual property are tested for impairment annually and at times when such indicators exist. This requires management to estimate the expected future cash flows of the cash generating unit, and apply a suitable discount rate in order to determine the present value of those cash flows. The future cash flows are most sensitive to forecast gross margins, growth rates and discount rates used. If the expectation differs from the estimations, such different will impact the carrying value of the goodwill or intellectual property.

Marketing provision

Future promotional payments to customers are assessed at the balance sheet date. A provision will be made to deduct from the initial revenue any future promotional payments to customers unless it is highly probable that they will not be incurred.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

3. PRIOR PERIOD ADJUSTMENT

The Directors have identified an error in the prior year financial statements where the Debtor financing facility of £31,449k was incorrectly recognised as a reduction in cash at bank rather than as an increase in borrowings.

The correction of these errors do not have any impact upon previously reported opening equity of the Group and Company as at 26 June 2021 or the report results of the Group and Company for the year ended 7 July 2022.

Changes to the statement of financial position

	As previously reported £'000	Adjustment £'000	As restated at 7 July 2022 £'000
Current Assets			
Cash at bank and in hand	13,001	31,449	44,450
Creditors: amounts falling due within one year	(51,082)	(31,449)	(82,531)
Net assets	<u>100,165</u>	<u>-</u>	<u>100,165</u>
Capital and reserves	<u>100,165</u>	<u>-</u>	<u>100,165</u>

Changes to the cash flow statement

	As previously reported £'000	Adjustment £'000	As restated at 7 July 2022 £'000
Cash flows from operating activities			
Decrease in creditors	(33,887)	31,449	(2,438)
Cash at the end of the period	12,897	31,449	44,346

4. TURNOVER

The analysis of turnover by distribution, split by geographical market, all of which relates to the principal activity, is as follows:

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
United Kingdom	130,154	178,205
Other EC countries	7,651	16,165
Rest of Europe	12,223	26,804
South Africa	23	133,090
Other	12,383	17,222
	<u>162,434</u>	<u>371,486</u>

Segmental reporting of the origins of turnover and profit by geographical area has not been provided. In the opinion of the directors, such disclosure would be seriously prejudicial to the interests of the Group, and has therefore not been disclosed as permitted by FRS 102.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Bank interest	-	11
	<u>-</u>	<u>11</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Bank overdraft	234	372
Bank loan interest	2,497	2,570
Finance lease interest	81	40
	<u>2,812</u>	<u>2,982</u>

7. OPERATING (LOSS) / PROFIT

Operating (loss) / profit for the Group is arrived at after charging/ (crediting):

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Depreciation of owned tangible fixed assets (Note 12)	5,837	4,632
Operating lease rentals - land and buildings	783	1,708
Government grants released (Note 19)	-	(219)
Amortisation - goodwill (Note 11)	1,022	1,003
- brands & IPR (Note 11)	793	584
Impairment charge	293	380
(Gain) / loss on disposal of tangible fixed assets	276	(398)
Foreign exchange (gain)/loss	(320)	(269)
Write downs of inventories recognised in cost of sales	2,428	7,042
Sale of brands	-	(76)
Other operating income	(113)	(1,116)

Other operating income relates to UK government grants received under the Job Support Scheme, The Small Business Grant Fund and Retail, Hospitality and Leisure Grant Fund, introduced during the COVID-19 pandemic.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

8. AUDITOR'S REMUNERATION

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Fees payable for the audit of the company's subsidiaries pursuant to legislation	165	140
Total audit fees	165	140

There were no non-audit fees (2022: £Nil).

9. EMPLOYEES

The remuneration of employees, including directors, was:

Group	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Wages and salaries	19,633	28,953
Social security costs	1,640	2,025
Pensions - defined contribution schemes (Note 27)	966	2,049
	22,239	33,027

The average monthly number of employees during the period, including directors, was made up as follows:

	2023 No.	2022 No.
Administration and selling	233	399
Warehouse, production and distribution	239	603
	472	1,002

Company

No staff costs or directors' remuneration were paid by the Company during the period (2022: £Nil). They are paid by Halewood Artisanal Spirits (UK) Limited. There were no staff employed by the Company during the period (2022: Nil).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

10. DIRECTORS' EMOLUMENTS

Group	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Emoluments	2,277	2,332
Company contributions to money purchase pension schemes	42	15
	<u>2,319</u>	<u>2,347</u>
The emoluments of the highest paid director were:	£'000	£'000
Emoluments	<u>1,275</u>	<u>1,017</u>

Pension contributions have been made on behalf of 3 directors (2022: 3). The highest paid director received pension contributions totalling £5k (2022: £3k).

The directors are considered to be the key management personnel.

11. TAXATION

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Current tax		
UK corporation tax	-	-
Foreign tax	-	-
	<u>-</u>	<u>-</u>
Adjustments in respect of prior period		
UK corporation tax	(438)	101
	<u>(438)</u>	<u>1,763</u>
Total current tax		
	<u>(438)</u>	<u>1,763</u>
Deferred taxation		
Origination and reversal of timing differences	(793)	1,219
Adjustments in respect of prior periods	170	310
Effect of a change in the tax rates	(174)	310
	<u>(797)</u>	<u>1,839</u>
Total deferred taxation		
	<u>(797)</u>	<u>1,839</u>
Total taxation on (loss) / profit	<u>(1,235)</u>	<u>3,602</u>

The standard rate of tax applied to reported loss is 20.5% (2022: 19%).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

11. TAXATION (continued)

The UK corporation tax rate increased from 19% to 25% on 1 April 2023 and so an average tax rate of 20.5% is applied for the period ended 1 July 2023. Deferred taxes at 1 July 2023 have been measured using this increased tax rate and reflected in these financial statements.

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is shown below:

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Group (loss) / profit before taxation	(23,791)	25,265
Tax on Group (loss) / profit at standard United Kingdom corporation tax rate of 20.5% (2022: 19%)	(4,877)	4,801
Effects of:		
Expenditure not tax deductible for tax purposes	1,242	1,342
Income not taxable	-	(6,187)
Adjustments in respect of prior periods	(270)	411
Utilisation of tax losses not previously recognised		(38)
Deferred tax not provided	1,983	1,911
Effect of tax rates on overseas earnings	803	988
Tax rate changes	(174)	313
Other	58	61
Total tax charge	(1,235)	3,602

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

12. INTANGIBLE FIXED ASSETS AND GOODWILL

	Brands and PR £'000	Positive goodwill £'000	Total £'000
Cost			
At 7 July 2022	9,030	11,828	20,858
Additions	754	-	754
Disposal	-	(1,112)	(1,112)
At 1 July 2023	9,784	10,716	20,500
Amortisation			
At 7 July 2022	6,532	6,340	12,872
Charge for the period	793	1,022	1,815
On disposal	-	(1,112)	(1,112)
Impairment	-	293	293
At 1 July 2023	7,325	6,543	13,868
Net book value			
At 1 July 2023	2,459	4,173	6,632
At 7 July 2022	2,498	5,488	7,986

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

13. TANGIBLE FIXED ASSETS

Group	Freehold Property £'000	Plant & Machinery, Fixtures & Fittings £'000	Total £'000
Cost			
At 7 July 2022	7,569	92,695	100,264
Additions	1,234	6,889	8,123
Transfer	9,007	(9,007)	-
Disposals	-	(767)	(767)
At 1 July 2023	17,810	89,810	107,620
Accumulated depreciation			
At 7 July 2022	1,808	32,446	34,254
Charge for the period	758	5,079	5,837
Transfer	706	(706)	-
Disposals	-	(191)	(191)
At 1 July 2023	3,272	36,628	39,900
Net book value			
At 1 July 2023	14,538	53,182	67,720
At 7 July 2022	5,761	60,249	66,010

The net book value of plant & machinery includes an amount of £2,581k (2022: £2,651k) in respect of assets held under hire purchase contracts. Depreciation charged in respect of these assets in the period was £718k (2022: £388k). The company does not hold any tangible fixed assets (2022: Nil).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS

Group	Unquoted Investments £'000
Cost	
At 7 July 2022 and at 1 July 2023	-
Provisions for impairment	
At 7 July 2022 and at 1 July 2023	-
Net book value	
At 7 July 2022 and at 1 July 2023	-

Group	Interests in joint ventures £'000	Interests in associates £'000	Total £'000
Net book value at 7 July 2022	199	3,723	3,922
Share of loss	-	(108)	(108)
Foreign exchange	-	218	218
Net book value at 1 July 2023	199	3,833	4,032

Company	Investments in subsidiary undertakings £'000
Cost	
At 7 July 2022 and at 1 July 2023	6,482

During the year, the Company made no acquisitions or disposals.

The company's principal subsidiaries and joint venture undertakings are set out below. All subsidiaries are 100% owned and registered in England and Wales unless otherwise stated.

Principal subsidiary undertakings	Principal activity	Registered office	Company number	Country of incorporation	Class of share
Willow Water Limited	Production and sale of bottled water	The Winery, Ackhurst Road, Chorley, England, PR7 1NH	05539318	UK	Ordinary
Halewood International Holdings (UK) Limited	Investment Holding company	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	03374741	UK	Ordinary
H&A Prestige Bottling Limited	Bottling operation	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	01762466	UK	Ordinary

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS (continued)

Principal subsidiary undertakings	Principal activity	Registered office	Company number	Country of incorporation	Class of share
Halewood International Marketing Limited*	Marketing services	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	03861237	UK	Ordinary
Charlie Richards & Company Limited*	Wholesale of wine, beer, spirits and other alcoholic beverages	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	02606824	UK	Ordinary
Charlie Richards Craft Wines & Spirits Limited	Retail sale via stalls and markets of food, beverages and tobacco products	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	10496851	UK	Ordinary
Barwell & Jones Limited	Wholesale of wine, beer, spirits and other alcoholic beverages	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	06781279	UK	Ordinary
Hall & Bramley Limited	Manufacture of other non-distilled fermented beverages	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	11424678	UK	Ordinary
Halewood Artisanal Spirits (UK) Limited	Distribution of beers and spirits	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	03920410	UK	Ordinary
Halewood International Brands Limited	Brand ownership	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	03896214	UK	Ordinary
Red Square Beverages Limited	Brand ownership	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	03920408	UK	Ordinary
Hawkshead Brewery Limited	Brewery and public house	Staveley Mill Yard, Staveley, Cumbria, LA8 9LR	03209508	UK	Ordinary
Halewood Sales Limited (previously City of London Distillery Limited)	Distillery and public house	22 – 24 Bride Lane, London, EC4Y 8DT	07963963	UK	Ordinary
Sadler's Peakyl Blinder Distillery Limited	Distilling, rectifying and blending of spirits	Unit 2, Conyers Trading Estate, Station Drive, Lye, Stourbridge, West Midlands, England, DY8 3EH	05063381	UK	Ordinary
Sadler's Brewhouse Limited (99.9%)	Public house	Unit 2, Conyers Trading Estate, Station Drive, Lye, Stourbridge, West Midlands, England, DY8 3EH	09416020	UK	Ordinary
H J Neill Limited (85%)	Brand owner	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	09927950	UK	Ordinary

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS (continued)

Principal subsidiary undertakings	Principal activity	Registered office	Company number	Country of incorporation	Class of share
The Bajan Trading Company Limited (87.5%)	Manufacturer of spirits	1st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	06377231	UK	Ordinary
Aber Falls Distillery Limited	Distilling, rectifying and blending of spirits	Station Road, Abergwyngregyn, Llanfairfechan, LL33 0LB	10842166	UK	Ordinary
John Crabbie & Company Limited	Distilling, rectifying and blending of spirits	21 Graham Street, Edinburgh, Scotland, EH6 5QN	SC30285	UK	Ordinary
Redrosesforme Limited (60%)	Distilling, rectifying and blending of spirits	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London W1W 5PA	09970509	UK	Ordinary
Liverpool Gin Distillery Limited	Distilling, rectifying and blending of spirits	52-54 Castle Street, Liverpool, England. L2 7LQ	10647576	UK	Ordinary
The Cornish Rum Company Limited	Wholesale of wine, beer, spirits and other alcoholic beverages	87 – 89 Park Street, Bristol, England, BS1 5PW	10847544	UK	Ordinary
Kania Craft Drinks Limited (100%)	Holding company	The Winery, Ackhurst Road, Chorley, England, PR7 1NH	11346532	UK	Ordinary
Vestal Vodka Limited	Retail sale of beverages in specialised stores	The Winery, Ackhurst Road, Chorley, England, PR7 1NH	07255560	UK	Ordinary
The Pleasure Gardens Distilling Company Limited	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London W1W 5PA	10258850	UK	Ordinary
Dyflin Distilleries Limited	Distilling, rectifying and blending of spirits	38 Upper Mount Street, Upper Dublin 2	627479	Ireland	Ordinary
Pat Garrett Liquor Trading Company Limited	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	11390004	UK	Ordinary
Lamb & Watt Vintners Ltd	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	02841848	UK	Ordinary
Halewood International Trademarks Limited	Brand Ownership	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	01360434	UK	Ordinary
Beijing Shunxing Halewood Alcoholic Beverages Limited	Distribution of spirits	Room C506, Building 3, Di Sheng Nan Street No. 1, BDA, Beijing, China	7749457 U	China	Ordinary
Halewood Wines and Spirits SAS	Distribution of spirits	11 rue Saint Etienne, 16000 Angoulême, France	500 820 410	France	Ordinary

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS (continued)

Principal subsidiary undertakings	Principal activity	Registered office	Company number	Country of incorporation	Class of share
Halewood Wines & Spirits (Canada) Inc.	Distribution of spirits	Suite 2660, Three Bentall Centre, 595 Burrard Street, Vancouver, BC V7X 1L3	BC12013 90	Canada	Ordinary
Halewood Wines & Spirits (Hong Kong) Limited	Distribution of spirits	SPB Corporate Services Limited, 29 th Floor, Edinburgh Tower, The Landmark, 15 Queens Road Central, Central, HK	2819055	Hong Kong	Ordinary
Halewood Wines & Spirits Inc.	Distribution of spirits	777 Brickell Avenue, Suite 708, Miami, FL33131, USA	7087848	USA	Ordinary
Ironbark Distillery PTY Ltd	Distilling, rectifying and blending of spirits	Unit 4, 37 William Street, North Richmond, NSW, Australia, 2754	165 952 116	Australia	Ordinary
Halewood Wines and Spirits (Australia) PTY Ltd	Distribution of spirits	Suite 514, 15 Lime Street, Barangaroo, Sydney 2000, NSW, Australia	630 646 883	Australia	Ordinary
Edinburgh and Leith Distillery Limited	Dormant	21 Graham Street, Edinburgh, Scotland, EH6 5QN	SC607576	Scotland	Ordinary
Formby Spirits Ltd	Dormant	The Winery, Ackhurst Road, Chorley, England, PR7 1NH	11172225	UK	Ordinary
LoCa Beverages Ltd (100%)	Distilling, rectifying and blending of spirits	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	08662064	UK	Ordinary
South East Asia Beverage Company PTE Ltd #	Wholesale of liquor, soft drinks and beverages	435 Orchard Road, #22-01 Wisma Atria, Singapore, 238877	03374741	Singapore	Ordinary
Pinchos Bar Limited	Public house	The Winery, Ackhurst Road, Chorley, England, PR7 1NH	09038614	UK	Ordinary
The Whitley Neill Distillery Limited	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	12328729	UK	Ordinary
Whitley Neill Gin Limited	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	12917173	UK	Ordinary
Whitley Neill Spirits Limited	Dormant	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	12918337	UK	Ordinary
Halewood Wines & Spirits (Germany) GMBH	Distribution of wines and spirits	Cormoran GMBH, Am Zirkus 2, 10117 Berlin	HRB 207511 B	Germany	Ordinary

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS (continued)

Principal subsidiary undertakings	Principal activity	Registered office	Company number	Country of incorporation	Class of share
Halewood International (Thailand) Company Ltd	Distribution of wines and spirits	No. 591, UBC Building, 20 th Floor, Sukhumvit Road, Klongton-Nua Wattana, Bangkok 10110	01055580 11776	Thailand	Ordinary
Brewmaster's House Limited	Dormant	Unit 2 Unit 2 Conyers Trading Estate, Station Drive, Lye, United Kingdom, DY9 3EH	11716482	UK	Ordinary
Castle Rum Company Ltd	Public house	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London, W1W 5PA	11556789	UK	Ordinary
The Bristol & Bath Distillery Limited	Public house	87-89 Park Street, Bristol, England, BS1 5PW	11609078	UK	Ordinary
Halewood International Streams of Whiskey Limited (100%)	Brand Owner	1 st Floor Tennyson House, 159 – 165 Great Portland Street, London W1W 5PA	09997019	UK	Ordinary
Principal associates and joint ventures	Principal activity	Registered office	Company number	Country of incorporation	Class of share
Symphony Importers LLC (45.15%)	Distribution of wines and spirits	13835 73rd Avenue, 33158 Palmetto Bay	75-3020043	USA	Ordinary
Wessex Distillery Ltd (50%)	Distilling, rectifying and blending of spirits	4th Floor Imperial House, 8 Kean Street, London, United Kingdom, WC2B 4AS	10943874	UK	Ordinary

AUDIT EXEMPTION

The subsidiary undertakings consolidated as at 1 July 2023, who claimed exemption from audit under section 479A Companies Act 2006, were as follows:

Principal subsidiary undertakings	Principal activity	Company number	Country of incorporation	Class of share
Willow Water Limited	Production & sale of water	05539318	UK	Ordinary
Halewood International Holdings (UK) Limited	Investment Holding company	03374741	UK	Ordinary
Halewood International Marketing Limited	Marketing services	03861237	UK	Ordinary
Charlie Richards & Company Limited	Wholesale of wine, beer, spirits and other alcoholic beverages	02606824	UK	Ordinary
Halewood International Brands Limited	Brand ownership	03896214	UK	Ordinary
Red Square Beverages Limited	Brand ownership	03920408	UK	Ordinary
Kania Craft Drinks Limited	Holding company	11346532	UK	Ordinary
Vestal Vodka Ltd	Retail sale of beverages in specialised stores	07255560	UK	Ordinary
Halewood International Streams of Whiskey Ltd	Brand Ownership	09997019	UK	Ordinary
Halewood International Trademarks Limited	Brand Ownership	01360434	UK	Ordinary
Hawkshead Brewery Limited	Brewery and public house	03209508	UK	Ordinary
City of London Distillery Limited	Distillery and public houses	07963963	UK	Ordinary
Sadler's Peaky Blinder Distillery Ltd	Distilling, rectifying and blending of spirits	05063381	UK	Ordinary
Sadler's Brewhouse Limited	Public house	09416020	UK	Ordinary
Redrosesforme Limited	Distilling, rectifying and blending of spirits	09970509	UK	Ordinary
H J Neill Limited	Brand Owner	09927950	UK	Ordinary
The Bajan Trading Company Limited	Manufacture of spirits	06377231	UK	Ordinary

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

14. FIXED ASSET INVESTMENTS (continued)

Principal subsidiary undertakings	Principal activity	Company number	Country of incorporation	Class of share
Aber Falls Distillery Limited	Distilling, rectifying and blending of spirits	10842166	UK	Ordinary
Halewood International Trademarks Limited	Brand Ownership	01360434	UK	Ordinary
Charlie Richards Craft Wines & Spirits Limited	Retail sale via stalls and markets of food, beverages and tobacco products	10496851	UK	Ordinary
Hall & Bramley Limited	Manufacture of other non-distilled fermented beverages	11424678	UK	Ordinary
Liverpool Gin Distillery Ltd	Distilling, rectifying and blending of spirits	10647576	UK	Ordinary
The Bristol & Bath Distillery Limited	Distilling, rectifying and blending of spirits	11609078	UK	Ordinary
The Cornish Rum Company Ltd	Wholesale of wine, beer, spirits and other alcoholic beverages	10847544	UK	Ordinary
Castle Rum Company Ltd	Public house	11556789	UK	Ordinary
LoCa Beverages Limited	Distilling, rectifying and blending of spirit	08662064	UK	Ordinary
Barwell & Jones Limited	Wholesale of wine, beer, spirits and other alcoholic beverages	06781279	UK	Ordinary
Brewmasters House Limited	Manufacture of other non-distilled fermented beverages	11716482	UK	Ordinary
Pinchos Bar Limited	Public House	09038614	UK	Ordinary

15. STOCKS

	Group 1 July 2023 £'000	Group 7 July 2022 £'000
Goods for resale	16,512	20,535
Raw materials	11,896	11,056
	<u>28,408</u>	<u>31,591</u>

There is no material difference between the balance sheet value of stocks and their replacement cost.

The company holds no stocks (2022: Nil).

16. DEBTORS

	Group 1 July 2023 £'000	Group 7 July 2022 £'000	Company 1 July 2023 £'000	Company 7 July 2022 £'000
Trade debtors	46,018	48,116	-	-
Corporation tax	438	-	136	136
Other debtors	4,334	9,300	9	2,009
Prepayments	2,854	3,188	-	-
	<u>53,644</u>	<u>60,604</u>	<u>145</u>	<u>2,145</u>

At 1 July 2023 the Group had £221k provision against bad debt (2022: £335k).

The Group entered into a debt factoring agreement with a third party which covered £41,846k (2022: 38,466k) of its trade debtors at period-end.

Amounts due to the factoring company are secured on the related trade debtors which amounted to £30,630k at the period-end (2022: £31,449k) and are presented within creditors (note 17).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 1 July 2023 £'000	Group 7 July 2022 £'000 <i>restated</i>	Company 1 July 2023 £'000	Company 7 July 2022 £'000
Bank overdrafts (Note 19)	2	104	-	-
Finance leases (Note 19)	663	797	-	-
Trade creditors	9,583	17,933	-	-
Corporation tax	-	453	-	-
Other taxation and social security	5,872	6,632	-	-
Accruals and deferred income	18,989	23,508	-	-
Other creditors	2,677	1,611	-	-
Debtors financing	30,630	31,449	-	-
Amounts due to related parties	-	44	-	-
Bank loan	14,999	-	-	-
	83,415	82,531	-	-

In the prior period, £31,449k relating to debtor financing facility was incorrectly recognised as a reduction in cash at bank rather than as an increase in borrowings (note 3).

The finance leases are secured on motor vehicles (note 13).

Amounts due to subsidiaries and related parties are repayable on demand. There is no interest charged on amount due to subsidiaries and related parties within 12 months.

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 1 July 2023 £'000	Group 7 July 2022 £'000	Company 1 July 2023 £'000	Company 7 July 2022 £'000
Bank loans (Note 19)	-	27,500	-	-
Finance leases (Note 19)	857	978	-	-
Amounts due to subsidiary undertakings	-	-	4,799	4,799
	857	28,478	4,799	4,799

The finance leases are secured on motor vehicles (note 13).

Interest is charged on inter-company loans at 4%.

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

19. BORROWINGS

	Group 1 July 2023 £'000	Group 7 July 2022 £'000 <i>restated</i>
Bank overdrafts:		
Within one year	2	104
	<u>2</u>	<u>104</u>
Bank loans and other loans due:		
Within one year	45,629	31,449
Between one and two years	-	27,500
Between two and five years	-	-
	<u>45,629</u>	<u>58,949</u>
Finance leases due:		
Within one year	663	797
Between one and two years	857	978
	<u>1,520</u>	<u>1,775</u>
Total borrowings including finance leases due:		
Within one year	46,294	32,350
Between one and two years	857	28,478
Between two and five years	-	-
	<u>47,151</u>	<u>60,828</u>

The company has no borrowings (2022: Nil).

In the prior period, £31,449k relating to debtor financing facility was incorrectly Recognised as a reduction in cash at bank rather than as an increase in borrowings (note 3).

Bank loans consist of the following:

- 1) On 29 November 2018, the Group completed on a re-financing agreement with Investec Bank. The borrowing facilities are secured on property, plant & machinery and debtors, with a minimum term of 65 months from commencement date. Interest is charged at 2.50% - 3.25% over 3 month SONIA.

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.

- 2) Finance leases relate to motor vehicles, and are secured against the assets to which they relate. Future minimum lease payments in relation to the finance leases amount to £835K (2022: £1,775k).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

20. DEFERRED INCOME

	Group 1 July 2023 £'000	Group 7 July 2022 £'000	Company 1 July 2023 £'000	Company 7 July 2022 £'000
Grants				
Opening balance	-	219	-	219
Profit and loss account	-	(219)	-	(219)
Closing balance	-	-	-	-

The opening grant balance in 2022 of £219k related to UK grants for capital business investment and profit improvements.

21. PROVISIONS FOR LIABILITIES

Deferred taxation

	Group 1 July 2023 £'000	Group 7 July 2022 £'000	Company 1 July 2023 £'000	Company 7 July 2022 £'000
Opening provision	3,389	2,071	-	-
Prior period movement	169	310	-	-
Current period credit to profit and loss account	(965)	1,529	-	-
Disposal of subsidiaries	-	(523)	-	-
Other timing differences	-	2	-	-
Closing provision	2,593	3,389	-	-

Deferred tax is analysed as follows:

	Group 1 July 2023 £'000	Group 7 July 2022 £'000
Capital allowances in excess of depreciation	2,999	3,640
Short term timing differences	(383)	(223)
R&D expenditure credit	(23)	(28)
Other	-	-
	2,593	3,389

For the period ended 1 July 2023, deferred tax amounts not recognised (at the closing tax rate) were £7,532k (2022: £5,333k).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

22. SHARE CAPITAL

	Number	Number	£'000	£'000
	Opening Balance	Closing Balance	Opening Balance	Closing Balance
Ordinary A shares of £1 each	109,999	109,999	111	111
Ordinary C shares of £1 each	8,120	8,120	8	8
Deferred shares of £1 each	10,740	10,740	10	10
	<u>128,859</u>	<u>128,859</u>	<u>129</u>	<u>129</u>

Voting rights

Ordinary A shareholders are entitled to one vote per share.

Ordinary C shareholders are entitled to a number of votes calculated at 5% of the aggregate number of votes that may be cast by all shareholders (irrespective of the number of shares held).

Deferred Shares shareholders do not carry a right to vote.

Rights in respect of dividends and distributions

Only Ordinary A shareholders are entitled to receive dividends/distributions.

Ordinary C shareholders shall not confer on the Holders of such Shares any right to receive any distribution or dividend paid by the company, other than in circumstances where a distribution or dividend is paid immediately following a Disposal (as defined in the articles of association).

Shareholders of Deferred Shares are not entitled to any dividends/distributions.

Rights in respect of capital

On return of capital, the assets of the company remaining after payment of its liabilities are applied in the following order of priority: First, (to the extent such amount exceeds Base Value) to the holders of the Ordinary C shares and aggregate amount equal to the Exit percentage of the Growth Value (as defined in the articles of association). Thereafter, in distributing the balance of the Sale Proceeds among the holders of the Ordinary A shares, pro rata to the number of Ordinary A shares held by them.

Redemption

Ordinary A and C share are not redeemable.

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

23. NON-CONTROLLING INTERESTS

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000
Opening balance	125	497
On disposal of subsidiaries	-	(866)
Profit for the financial period	24	500
Exchange loss	-	(6)
Closing balance	149	125

24. RESERVES

Reserves of the Group represent the following:

Capital redemption reserve is a non-distributable reserve into which amounts are paid following a redemption or share buyback.

The profit and loss account includes all current and prior period retained profits and losses.

25. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOWS

	Period ended 1 July 2023 £'000	Period ended 7 July 2022 £'000 <i>restated (note 3)</i>
Operating loss	(20,871)	(8,300)
Depreciation of tangible fixed assets (Note 13)	5,837	4,632
Loss / (Profit) on sale of tangible fixed assets	276	(398)
Release of deferred income (Note 19)	-	(219)
Amortisation - positive goodwill (Note 12)	1,022	1,003
- brands and IPR (Note 12)	793	584
Impairment of goodwill	293	380
Foreign exchange adjustment	(600)	(269)
Movements in working capital:		
Decrease / (increase) in stocks	3,183	10,796
Decrease in debtors	6,945	18,670
Decrease in creditors	(13,426)	(2,438)
	(16,545)	24,441
Interest paid	(2,812)	(2,982)
UK corporation tax paid	-	(73)
Foreign tax paid	-	(1,444)
Net cash outflow	(19,357)	19,942

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

26. ANALYSIS OF NET (DEBT)

	At 7 July 2022 £'000 <i>restated</i>	Cash movement £'000	Foreign exchange £'000	At 1 July 2023 £'000
Cash at bank and in hand	44,450	(40,794)	-	3,656
Bank overdrafts	(104)	102	-	(2)
Cash	44,346	(40,692)	-	3,654
Bank loans	(27,500)	12,501	-	(14,999)
Finance leases	(1,775)	255	-	(1,520)
Debtor financing facility	(31,449)	819	-	(30,630)
Borrowings	(60,724)	13,575	-	(47,149)
Net debt	(16,378)	(27,117)	-	(43,495)

In the prior period, £31,449k relating to debtor financing facility was incorrectly recognised as a reduction in cash at bank rather than as an increase in borrowings (note 3).

27. FINANCIAL COMMITMENTS

The Group and the company has no contracted capital commitments (2022: £Nil).

Leases

The Group has commitments under non-cancellable operating leases as set out below:

	1 July 2023 £'000	7 July 2022 £'000
Land and buildings operating leases which expire:		
Within one year	1,641	1,093
Between two and five years	5,837	1,061
After five years	5,515	180
	12,993	2,334

The company had no non-cancellable operating lease commitments at 1 July 2023 (2022: £Nil) and future minimum lease payments were £1,672k (2022: £826k).

28. CONTINGENT LIABILITIES

Halewood Artisanal Spirits PLC, Halewood Artisanal Spirits (UK) Limited, John Crabbie & Company Limited, Halewood International Marketing Limited, Halewood International Brands Limited, Red Square Beverages Limited, H&A Prestige Bottling Limited, Willow Water Limited, Halewood International Holdings (UK) Ltd, Aber Falls Distillery Limited, Charlie Richards & Company Limited, Hall & Bramley Limited, Hawkshead Brewery Limited, H.J. Neill Ltd, Sadlers' Brewhouse Limited, and City of London Distillery Ltd, have given unlimited cross guarantees in respect of the others' bank borrowings. At 1 July 2023, these borrowings amounted to £92,233k (2022: £2,642k).

HALEWOOD ARTISANAL SPIRITS PLC

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 1 July 2023

29. PENSION ARRANGEMENTS

The Group operates a number of defined contribution schemes for which the pension cost charge for the period amounted to £967k (2022: £2,049k), which represented contributions to these schemes. The assets of this scheme are held separately for those of the Group in independently administered funds. At 1 July 2023, the amount outstanding to the pension scheme was £138k (2022: £134k).

30. RELATED PARTY TRANSACTIONS

The Company has undertaken transactions with subsidiaries. Under the provisions of Financial Reporting Standard 102 section 33, the Company is exempt from disclosing the detail of these transactions.

During the period, the Group entered into the following transactions with companies over which the Estate of Mr J E Halewood, the principal shareholder, exercises significant influence:

- 1) The Group has an amount owed to directors at 1 July of £nil (2022: £400k).

31. ULTIMATE CONTROLLING PARTY

In the opinion of the directors, the Estate of Mr J E Halewood, and members of his close family control the Company as a result of holding a majority share of the issued share capital and attached voting rights.

The largest and smallest Group for which consolidated accounts are prepared and includes the Company, is Halewood Artisanal Spirits PLC, whose registered office is 1st Floor, 159-165 Great Portland Street, London W1W 5PA.

32. POST BALANCE SHEET EVENTS

At 1 July 2023 the conditions set out by the covenant agreement in relation to the bank loan (note 19) were not met due to loss of sale as a result of the Cyber Attack and increased supply chain costs. As a result the bank loan has been reclassified from long term liabilities to short term liabilities. The application for the waiver was approved on 8 January 2024.