

Registered Number: 02521626

The New Zealand Wine Club Limited

Directors' report and financial statements

For the year ended 30 June 2018



The New Zealand Wine Club Limited

Company information

Registered Number: 02521626

Country of Incorporation: England and Wales

Registered Office: 9th Floor
Regal House
70 London Road
Twickenham
Middlesex
TW1 3QS

Directors: Michelle Brampton
Richard Renwick

The New Zealand Wine Club Limited

Directors' Report

The directors present their Directors Report and unaudited financial statements of the company for the year ended 30 June 2018.

Business review and principal activities

The company did not enter into any transactions during the year under review as it is dormant.

The company's result for the financial year amounted to £nil (2017: £nil). No dividend was paid during the year (2017: £nil).

As the company is dormant, it has no principal activities and it is not subject to any risks or uncertainties. The board intends to realise the remaining assets and liabilities of the company and distribute any residual cash to shareholders in anticipation of voluntarily (solvent) winding-up of the company.

The company made no donations to charities during the year (2017: £nil).

Given that the company is dormant, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the performance or position of the business.

Directors

The directors who served during the year and up to the date of signing this report were:

Michelle Brampton
Thomas King (Resigned 21 February 2019)
Richard Renwick (Appointed 21 February 2019)

Directors' indemnity

As permitted by the articles of association, the directors have the benefit of an indemnity (provided on a group wide basis via Treasury Wine Estates Limited) which is a qualifying third party indemnity provision as defined by section 236 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Treasury Wine Estates Limited also purchased and maintained throughout the year directors' and officers' liability insurance in respect of itself and its directors.

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Directors' Report (continued)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with IFRSs as adopted by the EU and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Advantage has been taken of the audit exemption available for small companies conferred by section 475 of the Companies Act.

The directors acknowledge:

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

On behalf of the Board



Richard Renwick
Director

19 March 2019

The New Zealand Wine Club Limited

Statement of Comprehensive Income for the year ended 30 June 2018
Registered number: 02521626

	Notes	2018 £	2017 £
Revenue	3	-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		-	-
Distribution and selling expenses		-	-
Operating profit		-	-
Finance income		-	-
Finance expense		-	-
Profit before taxation		-	-
Taxation		-	-
Profit for the financial year and total Comprehensive income for the year		-	-

The New Zealand Wine Club Limited

Statement of Changes in Equity for the year ended 30 June 2018

Registered number: 02521626

	<i>Notes</i>	2018 £	2017 £
Share capital	6	100	100
Retained earnings as at 1 July 2017		-	-
Result for the year and total comprehensive income		-	-
Retained earnings at 30 June 2018		-	-
Total equity		100	100

The New Zealand Wine Club Limited

Statement of Financial Position at 30 June 2018

Registered number: 02521626

	Note	2018 £	2017 £
Assets			
Current assets			
Cash and cash equivalents	5	100	100
Net assets		100	100
Capital and reserves attributable to equity owners of the company			
Share capital	6	100	100
Total equity		100	100

For the year ending 30 June 2018 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has not traded during the year ending 30 June 2018.

The financial statements on pages 4 to 12 were approved by the Board of Directors on 19 March 2019 and signed on its behalf by



Richard Renwick
Director

The New Zealand Wine Club Limited

Statement of Cash Flows for the year ended 30 June 2018

Registered number: 02521626

	<i>Notes</i>	2018	2017
		£	£
Cash flows from operating activities		-	-
Cash flows from investing activities		-	-
Cash flows from financing activities		-	-
		<hr/>	<hr/>
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of year		<hr/> 100	<hr/> 100
		<hr/>	<hr/>
Cash and cash equivalents at end of year		<hr/> 100	<hr/> 100

The New Zealand Wine Club Limited

Notes to the financial statements for the year ended 30 June 2018

1 General information

The company is a private limited company, incorporated in England and Wales and domiciled in the UK.

2 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to the year presented, unless otherwise stated.

Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU (EU-IFRSs), IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under IFRS.

Liquidation basis of preparation

Due to the intention to liquidate the company, the directors have determined that the going concern basis of preparation (as applied in previous years) is no longer appropriate.

Accordingly, the financial statements are not prepared on a going concern basis. The directors have applied the requirements of paragraph 25 of IAS 1 Presentation of Financial Statements which states that "When the financial report is not prepared on a going concern basis, that fact shall be disclosed, together with the basis on which the financial report is prepared and the reason why the entity is not regarded as a going concern."

Impact of adopting the liquidation basis of preparation on measurement, classification of assets and liabilities, and disclosures in the financial report

Under the liquidation basis of preparation, assets and liabilities are measured at their liquidation value. The liquidation value of assets is their net realisable value. The liquidation value of liabilities is their expected settlement amount as detailed in the accounting policies noted below. Any gains or losses resulting from measuring assets and liabilities to the liquidation value are recognised in profit or loss.

Under the liquidation basis of accounting, all assets and liabilities are classified as current. In adopting the liquidation basis, the directors have continued to apply the disclosure requirements of EU-IFRSs, to the extent they are relevant to the liquidation basis, and have modified them where this is considered appropriate.

Comparative information has not been restated, and is measured and presented on a going concern basis.

Non-trading company

The company has not traded and has not made a profit or loss for the period.

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Notes to the financial statements for the year ended 30 June 2018

2 Summary of significant accounting policies (continued)

Critical accounting estimates and judgements

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Tax

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and other short term high liquidity investments with original maturities of three months or less.

Financial assets

The company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held to maturity and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date. The company has no financial assets classified as at fair value through profit or loss, or available for sale.

- **Impairment of financial assets**

The company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

New standards and interpretations

As part of its Improvement Project the International Accounting Standards Board (the "IASB") issued amendments to existing standards. In addition, the IASB and the International Financial Reporting Interpretations Committee ("IFRIC") issued new standards and interpretations. All the new standards and amendments requiring compulsory application, and which are effective for the company's annual accounting year ending 30 June 2018 have been taken into consideration in preparing the financial statements.

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Notes to the financial statements for the year ended 30 June 2018 (continued)

3 Revenue

The company has not derived any revenue in the year under review (2017: £nil)

4 Key management and employees

Key management personnel are considered to be the directors of the company. Compensation to key personnel management is made by a fellow group company (2017: £nil).

There are no retirement benefits accruing to any directors (2017: £nil).

The average monthly number of persons employed by the company in the year was 2, all as directors (2017: 2).

None of the directors received any emoluments in respect of their qualifying services to the company during the year (2017: £nil). The emoluments of all the directors and key management compensation are borne by another Group company.

5 Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	100	100

6 Share capital

	2018 £	2017 £
Authorised 100 ordinary shares of £1 each	100	100
Allotted and fully paid 100 ordinary shares of £1 each	100	100

7 Statement of changes in equity

The Statement of Changes in Equity, sets out share capital as explained below:

Share capital

The balance classified as equity share capital includes the total proceeds on issue of the company's equity share capital, comprising £1 ordinary shares.

The New Zealand Wine Club Limited

Notes to the financial statements for the year ended 30 June 2018 (continued)

8 Financial risk management

As a wholly owned subsidiary, the company follows the treasury risk management policy of Treasury Wine Estates Limited (the ultimate parent, which company and its subsidiaries are hereinafter referred to as the "Group") as detailed below.

Treasury Wine Estates Limited's treasury has responsibility for the identification and management of the Group's financial risks and conducts the Group's treasury activities in accordance with the Group's treasury policy. Group treasury policy sets out the policies with respect to the internal controls (including segregation of duties), organisational relationships, functions, delegated authority levels, management of foreign currency, interest rate exposures and counterparty credit limits and requires regular reporting to the board of directors of exposures to derivative financial instruments.

The Group's board of directors have an oversight role which involves ratification of Group treasury policy, delegation of authorities and consideration of reports on implementation, effectiveness and compliance. The Group's audit committee has a role of monitoring, reviewing and approving recommendations for board approval.

The Group's treasury policy manages the following financial risks:

- Liquidity risk and
- Counterparty credit risk.

The Group's policy towards risk management is to take an active approach to identify and manage financial risks and ensure that adequate risk management systems exist within the Group such that risks are identified and appropriately managed. Financial asset and liability transactions are structured to enable the achievement of planned outcomes, reduce volatility and provide increased certainty.

The objectives relating to management of financial risks are as follows:

Liquidity risk

Liquidity risk is identified across the entire Group.

The aim of liquidity risk management is to ensure that the company has an appropriate level of liquidity and access to sufficient cash resources (including reserves, banking facilities and standby borrowing facilities) to maintain normal operations, meet its financial obligations as they fall due, pay dividends, meet capital expenditure commitments and undertake investment/strategic opportunities as they arise. To do this, debt maturity profile must be appropriately structured, taking into account the company's core assets and working capital funding requirements, asset and liability matching and refinancing risks.

Counterparty credit risk

Counterparty credit risk represents the potential loss which the company could incur if counterparties failed to meet their obligations under their respective contracts or arrangements with the company. Credit risk for financial assets which have been recognised in the Statement of Financial Position is generally the carrying amount, net of any provisions for doubtful debts. Credit risk is minimised as the company deals only with reputable, highly rated financial institutions in respect of, inter alia, the entering into of derivative financial instruments to manage its exposure to fluctuations in interest rates and exchange rates.

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Notes to the financial statements for the year ended 30 June 2018 (continued)

8 Financial risk management (continued)

Sensitivity analysis

Sensitivity analysis, required by IFRS 7 'Financial Instruments Disclosure', is intended to illustrate the sensitivity to changes in market variables. The sensitivity analysis is prepared on the basis that the amount of net debt is constant. As a consequence, this sensitivity analysis relates to the positions at those dates and is not representative of the periods then ended, as all of these varied.

As the company has no foreign currency exposures and no interest bearing assets and liabilities as at the balance sheet date, there is no effect on the income statement that would result from changes in interest rates and in any exchange rate, before the effects of tax.

Capital management

The company manages its capital by following Treasury Wine Estates Limited's capital management initiatives, which aim to maintain a sound financial position. The capital management initiative is consistent with the company's commitment to disciplined capital management and allows the company and Treasury Wine Estates Limited to maintain appropriate gearing levels and an appropriate entity level capital structure.

9 Ultimate parent undertaking

The company's ultimate parent company and controlling party, which is the parent undertaking of the largest group to consolidate the financial statements of the company, is Treasury Wine Estates Limited, a company incorporated in Australia.

The company's immediate parent company is Cellarmaster Wines Holdings (UK) Limited.

Copies of the Cellarmaster Wines Holdings (UK) Limited financial statements may be obtained from the company secretary, Regal House, 70 London Road, Twickenham, Middlesex TW1 3QS.

10 Subsequent events

There are no other matters or circumstances which have arisen since 30 June 2018 which have significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs in subsequent financial periods.