

Company Registration No. SC017607 (Scotland)



**HOUSE OF CAMPBELL LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2022**



# HOUSE OF CAMPBELL LIMITED

## COMPANY INFORMATION

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|                          |                                                               |
|--------------------------|---------------------------------------------------------------|
| <b>Directors</b>         | S McKechnie<br>C Thompson<br>E Fells                          |
| <b>Company number</b>    | SC017607                                                      |
| <b>Registered office</b> | Kilmalid<br>Stirling Road<br>Dumbarton<br>Scotland<br>G82 2SS |
| <b>Auditor</b>           | KPMG LLP<br>15 Canada Square<br>London<br>E14 5GL             |

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# HOUSE OF CAMPBELL LIMITED

## CONTENTS

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|                                                                                                        | <b>Page</b> |
|--------------------------------------------------------------------------------------------------------|-------------|
| Directors' report                                                                                      | 1 - 3       |
| Independent auditor's report                                                                           | 4 - 7       |
| Directors' responsibilities statement in respect of The Directors' report and the Financial Statements | 8           |
| Statement of total comprehensive income                                                                | 9           |
| Balance sheet                                                                                          | 10          |
| Statement of changes in equity                                                                         | 11          |
| Notes to the financial statements                                                                      | 12 - 18     |

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# HOUSE OF CAMPBELL LIMITED

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 30 JUNE 2022

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The Directors present their annual report and financial statements for the year ended 30 June 2022.

#### Principal activities and Review of the business

The principal activity of the Company is that of an intermediate finance company.

The Company's results have been prepared in accordance with FRS 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102").

The Company made a profit for the year of £54k (2021: £900k) from interest income on its lending activity to a fellow Pernod Ricard group subsidiary ("PR Debtor"). The lower year-on-year profit is due to the PR Debtor part repaying £70,000,000 of the loan on 26 February 2021, and thereafter the Company earning interest on a significantly lower principal.

As an intermediate finance company, the only items impacting current and prior year statement of total comprehensive income are movements from the interest income on its lending activity to fellow group undertakings.

#### Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

S McKechnie

S Macnab

C Thompson

E Fells

(Resigned 31 March 2022)

#### Results and dividends

The results for the year are set out on page 9. A review of the business and results for the year are discussed above.

The Company paid no dividends in the year. (2021: £70,000,000).

#### Political donations

Neither the Company nor any of its direct subsidiaries made any political donations or incurred any political expenditure during the year.

#### Employees

The average monthly number of persons (including directors) employed by the Company during the year was nil, and therefore did not exceed 250.

#### Future developments

The Company remains committed to lending to fellow group undertakings by using debt financing and the directors are satisfied with the overall performance of the fellow group undertakings to which loans have been advanced.

#### Financial instruments

##### Treasury operations and financial instruments

Pernod Ricard S.A group ("The Group") operates a centralised treasury function. The directors make use of this facility to assist in managing liquidity, interest rate and foreign currency risks associated with the Group's activities.

# HOUSE OF CAMPBELL LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE YEAR ENDED 30 JUNE 2022

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#### Liquidity risk

The Group manages its cash and borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the Group has sufficient liquid resources to meet the operating needs of the business.

#### Interest risk

The Group is exposed to fair value interest rate risk on its fixed rate borrowings and cash flow interest rate risk on its floating rate deposits, bank overdrafts and loans. The Group uses interest rate derivatives to manage the mix of fixed and variable rate debt so as to reduce its exposure to changes in interest rates, where appropriate. The Company has no interest rate swaps in place as all loan balances are within the Pernod Ricard S.A. group.

#### Foreign currency risk

The Group's principal foreign currency exposures arise from trading operations in overseas companies. Group policy permits, but does not demand, that these exposures may be hedged. This hedging activity involves the use of foreign exchange forward contracts.

#### Credit risk

Investments of cash surpluses, borrowings and derivative instruments are made through banks which must fulfill credit rating criteria approved by the Board of Directors of Pernod Ricard S.A.

#### **Auditor**

Pursuant to section 487 of the Companies Act 2006, the auditor will be reappointed and KPMG LLP will therefore continue in office.

#### **Statement of disclosure to auditor**

Each of the Directors in office at the date of approval of this annual report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **Going concern**

As detailed in accounting policy 1.4, at the time of approving the financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

The Directors' Report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

In accordance with section 414B of the Companies Act 2006, a Strategic Report has been excluded from these financial statements, due to the entity's eligibility for small company exemptions.

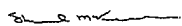
# HOUSE OF CAMPBELL LIMITED

## DIRECTORS' REPORT (CONTINUED)

**FOR THE YEAR ENDED 30 JUNE 2022**

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On behalf of the board



S McKechnie

**Director**

Kilmalid

Stirling Road

Dumbarton

G82 2SS

30 November 2022

# HOUSE OF CAMPBELL LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF HOUSE OF CAMPBELL LIMITED

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#### Opinion

We have audited the financial statements of House of Campbell Limited ('the Company') for the year ended 30 June 2022 which comprise the statement of total comprehensive income, balance sheet, statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

# HOUSE OF CAMPBELL LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF HOUSE OF CAMPBELL LIMITED

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#### **Fraud and breaches of laws and regulations – ability to detect**

##### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

##### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

##### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

# HOUSE OF CAMPBELL LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF HOUSE OF CAMPBELL LIMITED

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#### Other information

The directors are responsible for the other information which comprises the directors' report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the other information;
- in our opinion the information given in the directors' report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

#### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

#### Directors' responsibilities

As explained more fully in their statement set out on page 8, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

# HOUSE OF CAMPBELL LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED)

### TO THE MEMBERS OF HOUSE OF CAMPBELL LIMITED

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#### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at

[www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **The purpose of our audit work and to whom we owe our responsibilities**

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.

**Jeremy Williams (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

30 November 2022

# HOUSE OF CAMPBELL LIMITED

## DIRECTORS' RESPONSIBILITIES STATEMENT IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

**FOR THE YEAR ENDED 30 JUNE 2022**

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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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 judgements and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

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

# HOUSE OF CAMPBELL LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2022

|                                                | Notes | 2022<br>£'000 | 2021<br>£'000 |
|------------------------------------------------|-------|---------------|---------------|
| Interest receivable and similar income         | 5     | 54            | 900           |
| <b>Profit before taxation</b>                  |       | 54            | 900           |
| Tax on profit                                  | 6     | -             | -             |
| <b>Profit for the financial year</b>           |       | 54            | 900           |
| Other comprehensive income                     |       | -             | -             |
| <b>Total comprehensive income for the year</b> |       | 54            | 900           |

The statement of total comprehensive income has been prepared on the basis that all operations are continuing operations.

The notes on pages 12 to 18 are an integral part of these financial statements.

# HOUSE OF CAMPBELL LIMITED

## BALANCE SHEET

AS AT 30 JUNE 2022

|                                                       |       | 2022  |       | 2021  |       |
|-------------------------------------------------------|-------|-------|-------|-------|-------|
|                                                       | Notes | £'000 | £'000 | £'000 | £'000 |
| <b>Fixed assets</b>                                   |       |       |       |       |       |
| Investments                                           | 8     |       | -     |       | -     |
| <b>Current assets</b>                                 |       |       |       |       |       |
| Debtors: amounts falling due after more than one year | 9     | 4,166 |       | 4,112 |       |
| Cash at bank and in hand                              |       | -     |       | -     |       |
|                                                       |       |       | 4,166 |       | 4,112 |
| <b>Total assets</b>                                   |       |       | 4,166 |       | 4,112 |
| <b>Capital and reserves</b>                           |       |       |       |       |       |
| Called up share capital                               | 11    |       | 77    |       | 77    |
| Share premium account                                 | 12    |       | -     |       | -     |
| Profit and loss reserves                              |       |       | 4,089 |       | 4,035 |
| <b>Total equity</b>                                   |       |       | 4,166 |       | 4,112 |

The notes on pages 12 to 18 are an integral part of the financial statements.

The financial statements were approved by the board of directors and authorised for issue on 30 November 2022 and are signed on its behalf by:



S McKechnie  
Director  
Kilmalid  
Stirling Road  
Dumbarton  
G82 2SS

Company Registration No. SC017607

# HOUSE OF CAMPBELL LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

|                                             | Notes | Share capital<br>£'000 | Share premium account<br>£'000 | Profit and loss reserves<br>£'000 | Total<br>£'000 |
|---------------------------------------------|-------|------------------------|--------------------------------|-----------------------------------|----------------|
| <b>Balance at 1 July 2020</b>               |       | 7,467                  | 6,421                          | 59,324                            | 73,212         |
| <b>Year ended 30 June 2021:</b>             |       |                        |                                |                                   |                |
| Total comprehensive income for the year     |       | -                      | -                              | 900                               | 900            |
| Revaluation of par value of Sterling shares |       | (7,390)                | -                              | 7,390                             | -              |
| Share premium cancellation                  |       | -                      | (6,421)                        | 6,421                             | -              |
| Dividends                                   | 7     | -                      | -                              | (70,000)                          | (70,000)       |
| <b>Balance at 30 June 2021</b>              |       | 77                     | -                              | 4,035                             | 4,112          |
| <b>Year ended 30 June 2022:</b>             |       |                        |                                |                                   |                |
| Total comprehensive income for the year     |       | -                      | -                              | 54                                | 54             |
| <b>Balance at 30 June 2022</b>              |       | 77                     | -                              | 4,089                             | 4,166          |

The notes on pages 12 to 18 are an integral part of the financial statements.

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

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### 1 Accounting policies

#### Company information

House of Campbell Limited is a limited company domiciled and incorporated in Scotland. The registered office is Kilmalid, Stirling Road, Dumbarton, Scotland, G82 2SS.

The Company is a wholly owned subsidiary of Pernod Ricard S.A. and its results are included in the consolidated financial statements of Pernod Ricard S.A.

The consolidated financial statements of Pernod Ricard S.A can be accessed at <https://www.pernod-ricard.com/en/our-news-and-press/our-publications-and-reports/>.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014 and the requirements of Companies Act 2006. All applicable amendments to FRS 102 issued up to date of reporting have been applied.

The presentation currency of these financial statements is Sterling, which is also the functional currency of the Company. All amounts in the financial statements have been rounded to the nearest £1,000.

The financial statements have been prepared under the historical cost convention and on a going concern basis. The principal accounting policies adopted are set out below and unless otherwise stated, have been applied consistently to all periods presented in these financial statements.

The Company has taken advantage of the exemption under section 401 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

#### 1.2 Reduced disclosure exemptions

The Company has taken advantage of certain disclosure exemptions in preparing these financial statements, as permitted by Section 1 of FRS 102:

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation;
- the requirements of Section 11 Basic Financial Instruments, financial instruments disclosures;
- the requirements of Section 33 Related Party Disclosures, key management personnel compensation.

This information is included in the consolidated financial statements of Pernod Ricard S.A. as at 30 June 2022. Copies of its annual report may be obtained from 5 Cours Paul Ricard, 75380 Paris, France.

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

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### 1 Accounting policies

(Continued)

#### 1.3 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and amounts reported in the statement of total comprehensive income during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements have had the most significant effect on amounts recognised in the financial statements:

##### **Adoption of interest rates upon cessation of LIBOR**

In March 2021, the Financial Conduct Authority announced that immediately after 31 December 2021, all sterling London Interbank Offered Rates ('LIBOR') would either cease to be provided by any administrator, or no longer considered to be representative.

The Group's treasury function considered various options as an appropriate replacement for LIBOR in the context of inter group lending, and concluded that a Term Sterling Overnight Index Average ('SONIA') rate was the most pragmatic solution. Term SONIA rates refer to a forward-looking term rate which reflects the expected average SONIA over a given period, thus allowing the rate to be fixed at the outset of a given interest period.

From 1 January 2022, the Company applied Term SONIA rates to all lending contracts that had previously applied sterling LIBOR rates, as permitted under the terms of the lending contract.

#### 1.4 Going concern

In light of wider economic uncertainty, the directors considered the appropriateness of adopting the going concern basis in the Company. The Company is an immediate subsidiary of Pernod Ricard S.A. ("Group"), and its most significant asset is a receivable from one of the Group's main trading subsidiaries in the UK.

The directors, having reviewed cash forecasts for the trading entity are confident that it will generate sufficient profits to service its debt and on maturity will either repay or renew the debt in collaboration with Group.

In the directors' opinion, the Company therefore has adequate resources to continue operating for the foreseeable future.

#### 1.5 Revenue

Interest income is recognised using the effective interest method and classified as forming part of operating profit.

#### 1.6 Fixed asset investments

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### 1.7 Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

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### 1 Accounting policies

(Continued)

#### 1.8 Financial assets and liabilities

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS102.

Financial instruments are recognised in the Company's Balance Sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### **Basic financial instruments**

Basic financial instruments which include trade payables and receivables; inter-company lending arrangements; and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method. Instruments that are payable or receivable within one year are measured at the undiscounted amount of the cash or other consideration expected unless the arrangement constitutes a financing transaction, where the Company measures the debt instrument at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

#### 1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

### 2 Auditor's remuneration

The auditor's remuneration for these financial statements amounts to £5,000 (2021: £6,400). The current and prior year audit fee has been borne by another group company. There are no additional fees receivable by the Company's auditor in respect of services other than the audit of the Company's financial statements.

### 3 Employees

There were no employees during the year (2021: nil).

### 4 Directors' remuneration

The number of directors remunerated by the Company for the year ended 30 June 2022 was nil (2021: nil). Directors' emoluments are borne by another group company in the current and prior year, the Directors perform no qualifying services for which remuneration is due and therefore they do not receive specific remuneration for their role as directors of the Company.

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

### 5 Interest receivable and similar income

|                                          | 2022<br>£'000 | 2021<br>£'000 |
|------------------------------------------|---------------|---------------|
| <b>Interest income</b>                   |               |               |
| Interest receivable from group companies | 54            | 900           |

### 6 Taxation

|                   | 2022<br>£'000 | 2021<br>£'000 |
|-------------------|---------------|---------------|
| Total current tax | -             | -             |

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

|                                                                                                      | 2022<br>£'000 | 2021<br>£'000 |
|------------------------------------------------------------------------------------------------------|---------------|---------------|
| Profit before taxation                                                                               | 54            | 900           |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%) | 10            | 171           |
| Surrender of tax losses from group companies                                                         | (10)          | (171)         |
| Taxation for the year                                                                                | -             | -             |

The tax charge for the year to 30 June 2022 has been reduced by £10,000 (2021: £171,000) in respect of group relief claimed from group undertakings for nil consideration.

#### Factors that may affect future tax charges

The company's tax charge in future periods will be affected by the availability of group relief for any losses that are incurred by other group undertakings.

Finance Act 2021 was substantively enacted on 24 May 2021, which had the effect of increasing the main rate of corporation tax from 19% to 25% from 1 April 2023. As this rate change was enacted before the balance sheet date, any deferred tax assets or liabilities have been calculated at 25% in line with when the company anticipates the temporary differences will unwind.

### 7 Dividends

|              | 2022<br>£'000 | 2021<br>£'000 |
|--------------|---------------|---------------|
| Interim paid | -             | 70,000        |

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

### 8 Fixed Asset Investments

|                               | Shares in<br>group<br>undertakings<br>£'000 |
|-------------------------------|---------------------------------------------|
| <b>Cost</b>                   |                                             |
| At 1 July 2021 & 30 June 2022 | -                                           |
| <b>Net book value</b>         |                                             |
| At 30 June 2022               | -                                           |
| At 30 June 2021               | -                                           |

There were no movements in the fixed asset investments between 1 July 2020 and 30 June 2021

### 9 Debtors

|                                                      | £'000 | £'000 |
|------------------------------------------------------|-------|-------|
| <b>Amounts falling due after more than one year:</b> |       |       |
| Amounts due from fellow group undertakings           | 4,166 | 4,112 |

Included in amounts owed by group undertakings falling due after one year is an amount of £4,166,000 (2021: £4,112,000) which is unsecured, repayable 25 February 2026 and interest bearing at 6M Term SONIA +1.00%. (2021: 6M LIBOR +1.00% from 26 February 2021, previously 3M LIBOR+1.75%).

### 10 Subsidiaries

Details of the company's subsidiaries at 30 June 2022 are as follows:

| Name of undertaking                  | Country of<br>registration or<br>incorporation | Class of<br>shares held | % Held |          |
|--------------------------------------|------------------------------------------------|-------------------------|--------|----------|
|                                      |                                                |                         | Direct | Indirect |
| Caldbeck Phipson and Company Limited | England                                        | Ordinary                |        | 100.00   |
| Campbell Distillers Limited          | Scotland                                       | Ordinary                | 100.00 |          |
| Muir Mackenzie Ltd                   | Scotland                                       | Ordinary                | 100.00 |          |
| W. Whiteley & Co Ltd                 | Scotland                                       | Ordinary                |        | 100.00   |
| Willowyard Ltd                       | Scotland                                       | Ordinary                |        | 100.00   |

# HOUSE OF CAMPBELL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2022

### 11 Share capital

|                                                                                      | 2022<br>£'000 | 2021<br>£'000 |
|--------------------------------------------------------------------------------------|---------------|---------------|
| <b>Ordinary share capital</b>                                                        |               |               |
| <b>Issued and fully paid</b>                                                         |               |               |
| 7,464,493 Ordinary shares of £0.01 each (2020: 7,464,493 Ordinary shares of £1 each) | 75            | 75            |
| 217,333 A Ordinary shares of £0.01 each                                              | 2             | 2             |
|                                                                                      | <u>77</u>     | <u>77</u>     |

The Company has 2 classes of shares. The holders of both Ordinary and A Ordinary shares are entitled to vote on the basis of 1 vote for each share held, but only the holders of A Ordinary shares are entitled to receive a dividend. Dividends received are in proportion to the amounts paid up on the A Ordinary shares held.

The holders of both Ordinary and A Ordinary shares are entitled to participate in a distribution on winding up, with proceeds distributed in the following order:

- a) £100 per A Ordinary share held.
- b) Once the A Ordinary shareholders have received this amount, each Ordinary shareholder shall receive an amount equal to the nominal value of their share.
- c) Any remaining proceeds are distributed to the holders of the A Ordinary shares in proportion to the amounts paid up on those shares.

In the prior year, the Company carried out a capital reduction, reducing the par value of its Ordinary shares from £1 to £0.01 each, creating £7,390,000 of distributable reserves.

### 12 Share premium account

This reserve records the amount above the nominal value received for shares issued, less transaction costs.

In the prior year, the Company carried out a capital reduction. As part of that transaction, the Company cancelled its entire share premium account transferring £6,421,000 to distributable reserves.

### 13 Financial commitments, guarantees and contingent liabilities

The Company is party to a guarantee arrangement under the UK banking facilities agreement with HSBC plc. Under this agreement, Chivas Brothers Limited assumes liability for any net overdraft borrowings of the Company with HSBC.

### 14 Related party transactions

The Company has taken advantage of the exemption under the terms of paragraph 33.1A of FRS 102 from disclosing transactions with entities that are wholly owned by the Pernod Ricard S.A. group. There were no other related party transactions in the year.

# **HOUSE OF CAMPBELL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

***FOR THE YEAR ENDED 30 JUNE 2022***

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### **15 Controlling party**

The Company's immediate and ultimate parent undertaking and controlling party is Pernod Ricard S.A., a company incorporated in France. Copies of its annual report may be obtained 5 Cours Paul Ricard, 75380 Paris, France. This is the largest and smallest group into whose consolidated accounts the Company's financial information is consolidated.

### **16 Events after the reporting date**

No material events occurred after the reporting date.