



AUSTRALIAN VINTAGE LTD

2023 ANNUAL REPORT

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Contents

Board of Directors	2	Financial Report	
Chairman and Chief Executive Officer's Report	4	Consolidated statement of profit or loss and other comprehensive income	65
Company Profile	9	Consolidated statement of financial position	66
Sustainability Report	10	Consolidated statement of changes in equity	67
Corporate Governance Statement	15	Consolidated statement of cash flows	68
Shareholders' Information	30	Notes to the Financial Statements	69
Directors' Report	32		
Declaration of Independence	55		
Independent Audit Report	56		
Directors' Declaration	63		



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Australian Vintage Board of Directors



RICHARD DAVIS

Chairman

Mr Davis is Chairman of Monash IVF Group Limited and a non-executive director (and previously CEO) of InvoCare Limited where he spent almost 20 years growing and managing the business. Mr Davis holds a Bachelor of Economics and has a background in venture capital and as an accounting partner for a leading national accounting firm.

Mr Davis has been a non-executive director of the Company since 2009 and currently holds the position of Chairman of Australian Vintage Limited.



CRAIG GARVIN

Chief Executive Officer

Mr Garvin was appointed as Chief Executive Officer and Executive Director in November 2019. He has extensive FMCG experience, having spent nine years as the Australian CEO of global dairy business Parmalat, overseeing some of the country's most-recognised brands, including Pauls, Oak and Vaalia. Prior to his time at Parmalat, Mr Garvin worked in the gaming industry, spending three years as the Managing Director of Star City Casino. His consumer goods and retail experience also includes executive positions at Campbell Arnott's, where he was the General Manager and six years in senior leadership roles at Lion Nathan.



JOHN DAVIES

Non-Executive Director

Offering the board both industry and financial experience, Mr Davies is a Fellow of the Institute of Chartered Accountants and has had a 36 year career with Ernst & Young. Mr Davies was elected to Ernst & Young's Asia Pacific Board of Partners for a six year period until his retirement from the firm in 2011. During his career, Mr Davies provided professional services to many of Australia's leading wine companies, and he also owns a 150 acre vineyard in Heathcote, Victoria.

Mr Davies is Chairman of the Audit Committee and member of the Risk and Sustainability Committee.



NASEEMA SPARKS AM

Non-Executive Director

Offering the board expertise in fast growth consumer-facing businesses, Ms Sparks has strong experience at both operational and board level in marketing, branding and customer targeting, with her most recent executive career as Managing Director and Global Partner of M&C Saatchi in Australia. Ms Sparks has been a professional non-executive director since 2007, serving on boards of a diverse range of companies including ASX listed and private companies, Government statutory authorities, not-for-profit arts, health and education boards. Ms Sparks is Chair of Openmarkets Group Ltd and a director of Knight Frank Australia Pty Ltd. She is also Chair of Sydney Living Museums. Ms Sparks' qualifications include an MBA from The University of Melbourne and she is a Fellow of the Australian Institute of Company Directors.

Ms Sparks is Chair of the People, Remuneration & Culture Committee and member of the Audit Committee.



PETER PERRIN

Non-Executive Director

Mr Perrin brings a wealth of high level wine industry experience as a past Manager and Director of a number of large listed, private and boutique wine companies in Australia, the United States and New Zealand over a 40 year wine career that focused on sales and marketing both in Australia and overseas. Mr Perrin is a trustee and honorary life member of the Wolf Blass Foundation.

Mr Perrin is Chairman of the Risk & Sustainability Committee and member of the People, Remuneration & Culture Committee.



Chairman's Report to Shareholders

In one of the toughest external operating environments in decades, in an industry characterised by low margins, where the value of Australian wine exports declined by 10%, aggressive competitor discounting continues and exporters are plagued by hyperinflationary costs, we were able to deliver flat revenue of \$258.6 million. We successfully navigated these challenges to grow market share, take price, grow our premiumisation and innovation portfolios, whilst absorbing hyperinflationary costs of \$18 million pre-tax, to deliver an underlying NPATS (net profit after tax and pre SGARA) of \$4 million.

In 2023, Australian Vintage grew market share in the UK, held share in Australia and grew contribution in our emerging markets, despite overall Australian wine exports declining by 10%, where Europe and North America recorded declines of 15% and 14% respectively.

Oversupply of grapes from prolific 2021 and 2022 vintages, coupled with shrinking export markets and China tariffs still in place, has seen unsustainable grape sourcing and marketplace pricing behaviour from key competitors, despite one of the most challenging vintages across Australia delivering only 1.3 million tonnes, one of the lowest in decades.

Within this context AVG continues to remain profitable, with a sustainable business model that has stood up against significant headwinds.

Operating cash flow improved by \$6 million in the second half bringing

overall operating cash flow to an outflow of ~ (\$13) million, after absorbing \$18 million in hyperinflationary costs. We have reduced our net debt down to \$48 million, \$26 million lower than 2022. However, as our net debt/ underlying EBITDAS, on a pre-lease basis, was 3.4 times, we have suspended the final dividend from 2023.

Our fundamentals are well placed for the future with continued investment in brands, innovation, and premiumisation, coupled with our push into high value emerging markets. We are removing \$9 million in costs from our business, to offset continuing hyper-inflationary pressures. Through these actions we expect our underlying EBITDAS and NPATS to improve in 2024, with underlying EBITDAS to be directionally in line with 2022, subject to a normal vintage, FX and other agricultural risk.

We have announced a strategic review, supported by Evans & Partners, to

explore options to unlock additional shareholder value through industry opportunities however, a strategic transaction is not required to support future profitability.

As we look to 2024 and beyond, we remain confident that we have the right people, the right priorities, and more importantly, the commitment of our people to maintain a strong financial position and deliver shareholder value.

The Board and I would like to acknowledge and thank our people, customers, growers and suppliers for their dedicated commitment to the business, together with our shareholders for their ongoing support of Australian Vintage Ltd.

Mr Richard Davis
Chairman

KEY HIGHLIGHTS

Pillar Brands

78%

of total revenue

Innovation and premium brands represent over

35%

of margin

Net Zero

2040

GHG emissions target

Behaviours led inclusive culture
- Drinks Association 2023 Most Improved Gender Equity Award

EBITDAS (underlying)

\$26.1M

Net Debt

\$48.1M

Reduction of \$26M

Chief Executive Officer's Report

AVG's strategic plan is on track despite tough trading conditions. The relentless pursuit to drive our pillar brands, innovate and expand geographically has shored up our platform for future growth. 2023 saw us absorb significant inflationary costs and as such we have worked hard to realign our business as a lower cost producer. This sets us up well for 2024 and beyond, as we continue to invest in our brands and innovation. We have not compromised on our strategic plan despite short term cost pressures. Our people remain our number one priority with engagement, safety, and diversity improvements versus the prior year.



Our strategic objective of putting *the consumer at the heart of everything we do* is driving innovation into new revenue streams and increasing market share. We have a values-based culture that embraces innovation and continuous improvement.

Given the trading environment, I am very encouraged we have maintained revenue in line with the prior year, as we continue to improve our mix of higher margin business driven by innovation and brand growth. Our pillar brand revenue was 78% of our mix, consistent with the prior year and well up on our 2020 result of 65%. We are global leaders in no-and-low, reflected through substantial increases in product ranging and increased market share supported by our world-leading technology. Innovation now represents 15% of our total margin, which did not exist three years ago. This plus the growth in premiumisation means margin contribution now represents 35% of our business.

In our traditional markets we took price and held market share. I am pleased that despite severe cost pressures, we have been able to grow our emerging business. Asia grew by 14 points, Ireland by 9 points and our new drinks business was profitable in its first year of operation. Through focussed resourcing, our ingredients business, Austflavor, is growing at double-digits versus the prior year. These businesses all represent strong growth opportunities in the coming years.

2023 saw AVG make substantial progress in our environmental, social and governance (ESG) strategy and I am proud of our team for the significant headway made across a range of initiatives undertaken during the year.

- B-Corp submitted for certification which ensures the highest standards of social and environmental performance globally, awaiting audit
- Net Zero GHG emissions reduction target across our entire supply chain by 2040, with a total GHG emissions reduction of 6% since 2022, on a per unit basis
- Reduced plastic by removing shrink wrap from our pallets and light weighting our bottles

- Winery and vineyards achieved Sustainable Winegrowing Australia certification
- AVG became an accredited Mental Health First Aid Skilled Workplace
- Most Improved Gender Equity award at the 2023 Drinks Association Award
- 40% reduction in total recordable injury frequency rate (TRIFR)

Whilst AVG has world leading technology and extremely efficient assets, our people are our most important asset, and we would not have been able to achieve our results without our dedicated employees, suppliers, growers, and key customer partnerships. I am extremely pleased that we continue to improve our lead safety metrics, our employee engagement is at employer of choice levels, and we continue to provide leading benefits to our employees. Our balanced scorecard and consumer-led approach to everything we do underpins our strategic plan.

Overview of 2023 Financial Year Result

Our continued investment in marketing, a consumer-led approach to our brands and innovation has resulted in total sales revenue of \$258.6 million, in line with the prior year.

Gross margin was impacted by inflationary pressures, delivering a gross margin of 29%, 6 percentage points lower than last year. Normalising gross margin for these pressures would have delivered a gross margin 5 percentage points higher. Underlying performance, after absorbing \$18 million of inflationary pressures, generated an EBITDAS of \$26.1 million, EBITs of \$10.6 million and NPATS of \$4.2 million.

Innovation continues to be fundamental to our strategic success. AVG is the global leader in no-and-low alcohol with our offering expanding to include the new Not Guilty range launched across the UK, in advance of the new duties tax that

came into effect in August 2023. The launch of our new wine and spirits-based drinks business creates a tremendous global opportunity for high margin revenue growth and leverages our operational know how and assets. We have been able to add new revenue streams with minimal capital investment, generating a positive contribution net of investment, further supporting our double-digit ROCE ambition.

Covid saw a peak in wine consumption in our key markets driven by retail purchases for home consumption. This year's brand performance is pleasing given the overall market declines in retail post-lockdown and declines in the global value segment, converting to increased market share.



Australia and New Zealand

There has been strong competition in Australia across all categories. Despite this competition our market share grew by 1 percentage point. Growth was driven by premiumisation and innovation, in a market where the overall wine category has seen value segment decline post-covid, reinforcing the importance of premiumisation and innovation. AVG was one of the only producers to take price.

We have been very active in innovation with the launch of the new spirits range. The Tempus Two Shiraz Gin is already recognised as one of the best gins on the world stage, winning double gold awards at the San Francisco World Spirits Competition, New York World Wine & Spirits Competition and Singapore World Spirits Competition, as well as The Masters Medal at the 2023 Gin Masters.

Whilst our focus is on our own brands, we have launched a number of collaborations de-risking our portfolio including: Sevenly by Sarah Jessica Parker, The Butcher's Cellar, and Johnny, Vince & Sam's Vino by Sooshi Mango. Sooshi Mango was awarded the Best Brand Activation of the Year at the Endeavour Group Supplier of the Year Awards. This innovation is strategically important in the move towards a more diverse and higher margin business, led by consumer needs. These new revenue streams will continue to grow margin and contribution. Australia is the test market for these products however, the intention is for them to become global.

UK, Europe and Americas

The UK and Europe market is one of significant focus for AVG. Across all categories AVG has maintained or grown market share in the UK and North America whilst market share in Ireland grew by 9 points. Price was taken successfully across all key regions. The introduction of the UK duties tax in August saw the retailers review all wine supply arrangements. This duties tax provides opportunities for suppliers with a lower alcohol by volume (ABV) by reducing the duties tax payable by retailers. Through AVG's leadership, the company has achieved significant ranging additions setting up 2024 for growth in higher margin products. In the no-and-low alcohol category AVG has grown market share by 34 points.

As indicated previously, AVG strategically built inventory in the UK to cater for logistics disruption post-Brexit. This has now been reduced back to pre-covid levels. Our Canadian business saw new ranging achieved and a year-on-year profit improvement.

Asia

The premiumisation opportunities identified through Asia's strategic market reset has enabled growth by 14 points. With continued focus on core markets Taiwan, Hong Kong, Japan, Malaysia, Singapore, and the improved product range, AVG expects continual growth in this market. From a pillar brand perspective, increases were seen in Tempus Two and Barossa Valley Wine Company.

AVG is being proactive ahead of the anticipated China opening, with multiple market visits over the last six months and working closely with strong partners. The reopening will deliver significant upside to the strategic plan. Whilst the Asia business currently represents a small base of business earnings, the growth potential is significant and well placed.

Austflavor

Austflavor is a unique proposition that leverages AVG's world leading technology to access markets not traditionally available to a wine company. There is a significant global opportunity for this high margin, high value business. Our juice and concentrate division provides unique grape derived products for confectionary and soft-drinks, winemaking products and de-alcoholised wines.

The strategic importance of growing this division as a key contribution to revenue, and margin, de-risks the value segment. With increased focus, and resourcing, Austflavor has

increased revenue by 42%, and margin by 26%, over the prior comparative period. Utilising strong long-term partnerships in Australia, Japan and North America creates a platform for significant growth opportunities.

External Operating Environment

In 2023, one the toughest external operating environments in decades, the value of wine exports from Australia declined 10%, with Europe and North America recording declines of 15% and 14% respectively. China tariffs and inflationary pressures in the UK resulted in a profound impact on the sale of Australian wine.

Oversupply of grapes from the prolific 2021 and 2022 vintages coupled with shrinking export markets has seen unsustainable grape sourcing and marketplace pricing behaviour from key competitors.

Hyper-inflationary costs of \$18 million were absorbed in 2023, largely sea freight, energy, and distribution costs. It should be noted that some of these costs are moderating in 2024 with this trend anticipated to continue in 2025.

Vintage 2023 will be remembered as one of the most challenging for decades. A long, cool, wet, spring and summer resulted in significantly reduced yields and an overall crush of only 1.3 million tonnes. This was one of the worst vintages in decades, lowering winery throughput. AVG's crush was impacted by the Australian wine market dynamics, resulting in a vintage intake of only 80K tonnes, 20% lower than the prior year. This decline resulted in a non-cash winery production fixed cost write off of ~\$9 million.

With declining red wine export markets, lower vintages and lower winery throughput, the Weighted District Average price has decreased significantly for red grapes, resulting in an adjustment to the self-generating and re-generating asset (SGARA) of \$8.7 million after tax, despite AVG's own and leased vineyards significantly outperforming the market.

The sale and leaseback of commercial vineyards Coldridge and Grande Junction was completed on 19 December 2022, with ~\$62 million in proceeds received. The proceeds received were used to pay down debt and offset one-off write-offs, underpinning execution of the strategic plan.

Balance Sheet Strength

AVG's focus on net debt reductions, especially within the context of hyperinflationary pressure absorption of \$18 million, resulted in a net bank debt of \$48 million, ~\$26 million lower than the prior comparative period. Net debt reductions were supported by asset sales of the Hunter Valley winery and the vineyard sale and leaseback generating ~\$66 million in revenue, and ~\$17 million in after tax profit.

The balance sheet has strengthened with gearing (net debt/equity) of 17%, versus 25% in the prior period, and leverage (net debt/ net debt + equity) of 14%, versus 20% in the prior period. Due to hyperinflation impacting EBITDAS in the short term, our proactive approach to lowering debt and cash realisation through asset sale was an important action during the year. As such the 2023 final dividend was suspended to

ensure prudent debt and earnings management. Our debt and gearing are well placed to support our long-term ambitions.

A review of our global supply chain and strong management focus has ensured our global finished goods inventory has been reduced. At a time when the Australian wine industry is facing a significant wine surplus, AVG has successfully managed its wine inventory to be in balance with demand. Inventory has declined by ~\$5 million from the prior comparative period, with inventory in the UK returning to pre-Covid levels.

Net tangible assets per share of \$0.90, after asset sales, is predominantly made up of inventory, and the ongoing strong asset position.

Total cash flow from activities prior to any movements in debt was a positive \$21 million, compared to negative (\$37 million) in the prior year. Free cash flow, before lease payments and dividends, was a positive \$45 million, compared to a positive \$6 million in the prior year. These results were primarily due to ~\$66 million received from the sale of three properties earlier this year. Operating cash flow improved by \$6 million in the second half bringing overall operating cash flow to an outflow of ~ (\$13) million, after absorbing \$18 million in hyper-inflationary costs.

Underlying ROCE on a rolling basis was 2.6% compared to 7.3% from the prior year, driven by a hyperinflationary impacted lower underlying EBITs. Removing hyperinflationary pressures would have delivered a ROCE consistent with the prior year. AVG remains committed to growing ROCE to double digits on a sustained basis and aggressively lowering our cost base.

Outlook and Strategic Review

The fundamentals of AVG's business are well placed for the future.

Continuing to invest in brands, innovation, and people to premiumise the portfolio and improve mix to higher margin products, driven by consumer needs, is at the core of our strategy. AVG leads in no-and-low innovation globally and successfully launched its drinks business in 2023. Our ambition is to drive a global drinks and ingredients business over the coming years. We have tremendous assets and innovation capability, which when combined with universal consumer need, presents a strong platform for growth.

Asia presents a significant opportunity outside of China which is anticipated to show improved contribution in 2024. AVG anticipates China opening in the next 12 months with the company working closely with existing Chinese partnerships. Our strategic plan shows new and emerging markets will represent a higher mix of earnings over the next three years as we shift to a more diverse business.

Net debt has reduced, the balance sheet has strengthened and there is an ongoing focus on cost reductions. Action is being taken to offset continuing hyper-inflationary pressures through removing ~\$9 million in annualised costs out of the business. AVG is on track for FY24 with 90% of the actions underpinning those savings implemented.

Emerging business in high value markets is also important to strategic intent. The Middle East and India represent significant business opportunities for Australia with a strategic partner appointed to establish new business in both markets. This, combined with China reopening, rest of Asia double digit growth, and a strong innovation pipeline is encouraging for the future.

Through these actions, AVG expects underlying earnings to improve into 2024 when compared to 2023 performance and are expected to be directionally in line with 2022. There will be a continued focus on net bank debt and cost reductions, however our marketing and people investment will remain at current levels. These outcomes are subject to a normal vintage, FX and other agricultural risk.

AVG announced a strategic market review to explore options to unlock additional value through industry opportunities. To date, the strategic review has confirmed that excess capacity exists in processing facilities and grape supply, reinforcing the need for industry rationalisation. Excess supply, across the industry, is geared towards a declining value market segment, driving aggressive competitor behaviour. AVG, however, remains profitable, with a sustainable business model that has stood up against significant head winds. Whilst a strategic transaction is not required to support future profitability, we appointed Evans & Partners to examine opportunities, in the interests of maximising shareholder returns.

Conclusion and Thanks

Our strategic agenda continues to reflect AVG's transformation into a world-class branded wine and drinks company. We have created a business where we are consumer driven. We continue to invest in our people, brands, and customer partnerships globally to ensure we leverage the capital investments made over recent years. We are in a strong financial position to deliver sustainable long-term growth for our shareholders. Delivering revenue growth and margin accretion remains a high priority. As cost reductions occur, I am very confident in our future performance.

We would like to thank our team for their efforts during the year, for the care they have shown each other and for the way in which they have responded in the face of various challenges. The discretionary effort our team put in can be seen in the results and pleasingly employee engagement has maintained at employer of choice levels.

Finally, we would like to thank our shareholders, for your ongoing investment, support, and belief in this Company.



CRAIG GARVIN
Chief Executive Officer



Company Profile

By putting the consumer at the heart of everything we do, AVG continues to delight and inspire wine drinkers the world over. Our diversity of regions, brands, production capabilities and established winemaking pedigree has resulted in our brands being recognised and available in 40+ countries.

Our focus is on bringing innovative products to market and being ahead of the curve on key consumer trends including emerging varietals, the burgeoning no/low-alcohol wine category and ready-to-drink products.

Our core branded portfolio of McGuigan Wines, Tempus Two, Nepenthe and Barossa Valley Wine Company continue to

outperform the market both domestically and in key export countries. With 2,600ha under vine with vineyards in major wine producing regions as well as one of the world's most technologically advanced winemaking facilities we pride ourselves on producing outstanding and innovative wines. This is reflected in our commitment to quality grape and wine production, the strength of our dynamic and award-winning wine brands, and the passion of the people behind them.

Leveraging our world-class assets and innovative know-how, the company expanded into spirits and ready-to-drink cocktails to diversify its portfolio and deliver products that consumers are demanding. Developed in response to global drinks trends, each brand offers a distinctive point of difference. From a world first Tempus Two Prosecco Gin to a playful sustainable Rescued Spirit Co gin range and Mr Stubbs high-quality cocktail convenience.

Our dynamic portfolio of global brands

WINE



AUSTRALIAN VINTAGE

DRINKS



COLLABORATIONS



VALUE-ADD



Sustainability Report

Our environmental, social and governance (ESG) strategy is well-advanced. Our team and partner network has grown as AVG continues its commitment of putting more back into society, the environment and global economy than it takes out.

Our targets and programs help move us towards a net positive future and we have made significant headway across a range of initiatives undertaken during the year.

Our sustainability targets and impact progress

Our pillars	Our sustainability targets	Our progress against targets
Environment  Renew and regenerate our environment	- Taking a science-based approach to reduce GHG emissions to be validated by the Science Based Targets Initiative. 42% reduction in scope 1 and 2 GHG emissions and 52% reduction in scope 3 GHG emissions by 2030. - Net Zero across scopes 1, 2, and 3 by 2040.	- Total GHG emissions reduction of 6% since 2022 across scopes 1, 2 and 3 on a per unit basis. - Reduced plastic by removing shrink wrap from our pallets and light weighting our bottles. - Winery and vineyards achieved Sustainable Winegrowing Australia certification.
Social  Engage and nourish our people and communities	- Nurture the safety and wellbeing of our employees. - Promote responsible enjoyment of alcohol. - Engage and connect with communities and regions around where we operate.	40% reduction in total recordable injury frequency rate (TRIFR). - Accredited by Mental Health First Aid Australia. - Contributed to responsible enjoyment funds awareness and education programs. - Actively supporting our local and regional communities.
Governance  Share and grow as an impactful business	- B-Corp certification. - Evidence based approach to monitoring and reporting sustainability and impact. - Cultivating a diverse and inclusive culture.	- B-Corp submitted for certification which ensures the highest standards of social and environmental performance globally, awaiting audit. - Development of systems to monitor and report climate accounting and progress. - Most Improved Gender Equity award at the 2023 Drinks Association Award. - Gender pay gap reduced from 9% to 4%.

Environment

Climate action

Our climate action plan is committed to Net Zero GHG emissions by 2040 across scopes 1, 2, and 3. We have a near term target of 42% across scopes 1 and 2 and 52% across scope 3 by 2030. We have taken a science based approach to be validated by the Science Based Targets Initiative.

FY23 Greenhouse Gas Assessment revealed the following:

- Total GHG emissions reduction of 6% since 2022 across scopes 1, 2 and 3 on a per unit basis
- More than 87% of GHG emissions are from Scope 3 activities (purchased goods and services)
- AVG reduced total electricity GHG emissions by sourcing 74% of consumption from renewable energy sources

Sustainable winegrowing certification

Our vineyards and winery sites are now certified with Sustainable Winegrowing Australia, demonstrating our commitment and understanding of sustainable winegrowing practices, through a recognisable mark that consumers trust.

Circularity and waste

We are on a mission to make our packaging as good as what's inside. Nearly one third of our total packaging is now made from recycled material content.

As a signatory to the Australian Packaging Covenant Organisation (APCO) we are committed to the APCO packaging targets.

We undertook a global audit of our packaging to identify opportunities for improvement which included lightening the impact of our bottles and reducing plastic by removing shrink wrap from our pallets.

Lightening the impact of our bottles



We have been transitioning our wine bottles to lighter weight glass in the top 80% of product ranges. With an average reduction of 138g per bottle, we have removed over 840 tonnes of glass weight from our supply chain (annualised total), and continue to review opportunities for further savings.

Removing plastic from our cask wine production



At our bottling facility, we embraced cutting-edge robot technology on our cask wine production line, replacing plastic-wrapped boxes with 100% recycled cardboard shippers. This one change alone eliminated over 42 tonnes of single-use plastic from our supply chain.



Social

At Australian Vintage, we nurture the safety and wellbeing of our employees and support everyone to be their most full, healthy and vibrant selves. Our employee engagement is top quartile.

Our Belonging committee, a dedicated team consisting of 30 people from various global business units, develop strategies to address essential issues related to LGBTQI+ rights, First Nations representation, culture, race, gender equality, and mental health.

Australian Vintage is now recognised by Mental Health First Aid Australia as an accredited Mental Health First Aid Skilled Workplace.

People are our highest priority. We had a reduction in our lead safety total recordable injury frequency rate (TRIFR) statistic for 2023 by 40% over the prior year.

We want work to work for our people and their families. So, we rolled out new and better benefits:



26 weeks

paid leave for primary carers
(4 weeks for secondary carers)



Super payments

continue throughout unpaid parental leave



5 additional days

available to all permanent employees after 3 years



12 months

unpaid sabbatical leave available



Work from anywhere

available for non site-based roles



Birthday

as an additional paid day of leave



2 paid

volunteer days

Stepping for Good Times Challenge

In September, our team got moving with our challenge to take 10,000 steps every day, with prizes to keep everyone on their toes. We connected with each other globally through a leader board, uniting our team across the world.

Together, we walked and ran over 45 million steps.



We asked RUOK?

RUOK Day is an annual event that aims to spark conversations and provide support to those who may be struggling. Australian Vintage ran workshops for our global team, which encouraged our people to ask a simple and powerful question – RUOK?



Growing the Good through Movember

Our team grew some magnificent moustaches to raise awareness and funds for men's health issues.

Australian Vintage matched employee donations dollar for dollar to double their impact.



Parade with Pride

We swapped our usual attire for colour (and more colour) to join celebrations for Sydney World Pride. Despite the weather, there was no rain on our parade. Our glitter was sparkling and our flags flew high.

Responsible Enjoyment

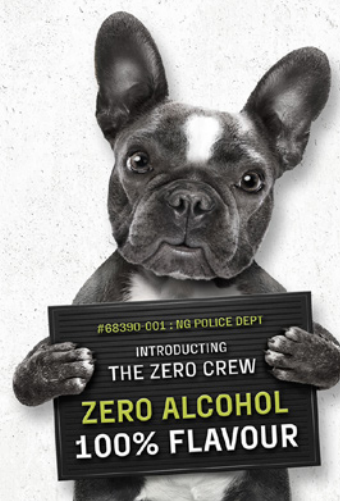


We're committed to helping people enjoy good times safely and responsibly.

To fulfill this commitment, we actively fund awareness and educational programs that promote the responsible enjoyment of alcohol, in both the UK and Australia, through DrinkWise, Community Alcohol Partnerships and The Drinks Trust.

We continue to innovate in the no-and low-alcohol space, as an increasing number of global consumers seek no-and low-alcohol options.

We proudly launched Not Guilty, a zero-alcohol collection that resonates with a younger generation seeking options to moderate, abstain, or simply enjoy a guilt-free glass of wine.



Governance

Our internal sustainability committee, SustainAVL has gained momentum in the past year, contributing to an all organisation impact assessment. Subject matter expertise complemented by regional insights, and creating a culture of innovation and sharing around current topics in the sustainability and impact space.

Responsible supply chain

As we review our FY23 GHG emissions, we are looking to collaborate with like-minded suppliers and have incorporated an ESG assessment into our tender process to facilitate this.

B Corp

We completed and submitted the B Corp impact assessment for global certification. Certified B Corporations are leaders in the global movement for an inclusive, equitable, and regenerative economy. It's the highest standards of social and environmental performance, public transparency, and legal accountability to balance profit and purpose. Our B Corp audit is scheduled for H1 FY24.

Diversity and inclusion

We are proud to achieve our target of 30% female representation in management across the company, including in leadership. This year, we received the Most Improved Gender Equity award at the 2023 Drinks Association Awards, improving on our female representation of 17% when we first won in 2021. We were also among the finalists recognised for our improvements in achieving gender balance, implementing policy improvements, and fostering an inclusive culture. This year, we reduced the gender pay gap from 9% to 4%.

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Corporate Governance Statement

Approach to corporate governance

Meaning of Corporate Governance

The ASX Recommendations define corporate governance as the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled within corporations. It encompasses the mechanisms by which companies and those in control are held to account.

Importance

Australian Vintage Limited (**Company**) recognises that good corporate governance underpins sustainable business performance and enhances long-term shareholder value.

Responsibility

Whilst the Board is responsible for establishing and maintaining the corporate governance framework of the Company, good corporate governance practices are also the responsibility of the CEO, CFO, Company Secretary and the Executive Committee, all working together to embed a culture aligned with the following Company values:

OUR VALUES

Working Collaboratively

We know and do what is right,
we work together, and we care
about each other
and our consumers

Innovative

We create
and we evolve

Nimble & Responsive

We are efficient
and we are agile

Empowered

We embrace opportunities
to contribute and we
are trusted

For more information on the Company's values and behaviours, see the Remuneration Report within this Annual Report.

ASX Governance Recommendations

Following a full review of its corporate governance systems and policies, the Company's corporate governance practices have, in the opinion of the board of directors of the Company (**Board**), complied with the fourth edition of the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council (**ASX Recommendations**), for the period ended 30 June 2023.

This statement describes the key corporate governance policies and practices of the Company.

Board of directors

Role and responsibilities of the board

The role of the Board is to provide overall strategic guidance and leadership for the Company and effective oversight of management.

The Board Charter sets out the division of responsibilities between the Board and management and the framework for the operation of the Board as well as membership of the Board.

The primary responsibilities of the Board include:

Leadership, Culture and Values	- demonstrating leadership - defining the Company's purpose - approving the Company's statement of values and Code of Conduct to underpin the desired culture within the Company - monitoring compliance with the Code of Conduct - actively promoting ethical and responsible decision-making
Nomination and Appointment	- appointing the Chair of the Board, CEO, CFO and Company Secretary - recruitment of new directors, including evaluating the balance of skills, knowledge and experience, independence and diversity on the Board - oversight of the performance evaluation process of the Board, its committees and individual directors - succession planning for the Board, CEO and senior executives
Strategy and Performance	- providing input into and final approval of management's development of corporate strategy and strategic performance objectives - overseeing management in its implementation of the Company's strategic objectives - satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) - setting the risk appetite within which the Board expects management to operate - satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite
Audit	- appointing and monitoring the external auditor - assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgment or independence - ensuring receipt of the CEO and CFO declarations required by law
Stakeholders and ESG	- establishing and monitoring policies governing the Company's relationships with other stakeholders and the broader community - establishing and maintaining environmental, social, governance, employment and occupational, health and safety policies - overseeing compliance with other regulatory and statutory requirements

Management is responsible for all other aspects of the management of the Company which are not reserved to the Board or Board committees. This includes the management and operation of the Company on a day-to-day basis, implementing the Company's strategic objectives, instilling and reinforcing the Company's values, operating within the values, Code of Conduct, budget and risk appetite set by the Board and providing the Board with accurate, timely and clear information on the Company's operations, financial performance, compliance with material legal and regulatory requirements and any conduct which is materially inconsistent with the values or Code of Conduct.

Further information can be found in the Board Charter available at www.australianvintage.com.au/investor-centre/corporate-governance/.

Composition of the board

The Board comprises a majority of non-executive Directors where the Chairman of the Board is a non-executive, independent Director and not the Chief Executive Officer.

Details of the current directors of the Board are set out below. Each of these directors served during FY23.

Director	Position	Independent
Richard Davis	Chairman, Non-Executive Director	Yes
Naseema Sparks	Non-Executive Director	Yes
John Davies	Non-Executive Director	Yes
Peter Perrin	Non-Executive Director	Yes
*Jiang Yuan	Non-Executive Director	No
Craig Garvin	Chief Executive Officer, Executive Director	No

* Resigned with effect from 11 August 2022

The terms of office held by each Director and remuneration information is detailed in the Director's Report included in this Annual Report.

Directors are appointed in accordance with the Company's Constitution. In terms of election:

- one-third of the Board is required to retire at each Annual General Meeting (AGM) and may stand for re-election. The directors to retire will be those who have been longest in office since their last election, noting that directors must retire three years since their last election;
- a director who has been appointed by the Board to fill a casual vacancy is required to retire and stand for election by the shareholders at the next AGM; and
- the Managing Director is not required to stand for election/re-election as the position of Director is linked to an executive office.

Board skills

Members of the Board have been brought together to provide a blend of qualifications, skills and experience required for managing a company operating in the wine industry. Taking into account the current and future strategic direction of the Company, the Board regularly reviews the current and desired skills and experience of individual directors and the Board as a whole.

A summary of the key skills and experience, collectively across the Board, is set out in the following skills matrix:

	SKILL/ EXPERIENCE	SUMMARY	DIRECTORS WITH SKILL/EXPERIENCE
AVG STRATEGIC THEMES	Wine Industry Experience	Good working knowledge of the structure, operations and opportunities in the Australian wine industry	● ● ● ● ● ● ●
	Retail & FMCG Experience	Experience in the retail and fast moving consumer goods (FMCG) industry, particularly in the alcohol industry, including an in-depth knowledge of merchandising, product development, exporting, logistics and customer strategy	● ● ● ● ● ● ●
	Mergers & Acquisitions	Experience in M&A including implementation advisory	● ● ● ● ● ● ●
	Marketing	Experience in promoting a product or service or building brands	● ● ● ● ● ● ●
	Innovation	Experience in developing new ideas for the purpose of gaining social or economic value	● ● ● ● ● ● ●
	Digital Technology	Expertise and experience in adopting new digital, technologies or implementing technology projects, and digital disruption, leveraging digital technologies or understanding the use of data and data analytics	● ● ● ● ● ● ●
	International Business	International business experience and exposure to different political, cultural, regulatory and business environments	● ● ● ● ● ● ●
	Sustainability	Skills or experience in understanding/improving sustainability initiatives in companies	● ● ● ● ● ● ●
GENERAL DIRECTOR SKILLS / EXPERIENCE	Governance	Experience serving on boards in diverse industries and for a range of organisations. An awareness of global practices and trends. Experience in implementing high standards of governance in a large organisation	● ● ● ● ● ● ●
	Strategic Planning	Experience defining strategic objectives, assessing business plans and driving execution in organisations	● ● ● ● ● ● ●
	Financial	Experience in financial accounting and reporting, internal financial and risk controls, corporate finance and/or corporate transactions, including ability to probe the adequacies of financial and risk controls	● ● ● ● ● ● ●
	People & Culture	Experience monitoring a company's culture, overseeing people management and succession planning, and setting remuneration frameworks	● ● ● ● ● ● ●
	Work Health & Safety	Experience of understanding/instilling a safe work culture	● ● ● ● ● ● ●
	Risk Management	Experience in recognising and managing risks which have the potential to impact business objectives and reputation	● ● ● ● ● ● ●

The experience, expertise and period in office of each Director are detailed in the Director's Report included in this Annual Report.

Board independence

The Board has adopted the definition of independence set out in the ASX Recommendations.

The Board assesses the independence of each Director, having regard to:

- any disclosures made by Directors regarding their independence;
- the definition of independence set out in the ASX Recommendations;
- the relationships affecting the independent status of a Director as described in the ASX Recommendations; and
- any other matters the Board considers relevant.

Each Director's independence is assessed by the Board on an individual basis, having regard to the above and focussing on an assessment of each Director's capacity to bring independence of judgement to Board decisions. In this context, Directors are required to promptly disclose to the Board their interests in contracts, family ties and directorships which may be relevant in considering their independence.

The Board has reviewed the position and relationships relevant to each of the Directors in office and with the exception of the CEO, considers that all current non-executive Directors are independent. Although Richard Davis has served on the Board for a number of years, the other Directors have determined on balance that his independence remains uncompromised.

Other board information

Board selection and appointment

The Company's aim in determining Board membership is to create a Board with the appropriate balance of skills, knowledge and experience, independence and diversity to ensure it can properly fulfil its duties.

New Directors are nominated by the Board through the processes set out in the Board Charter. For independent non-executive directors, nomination follows a search process to identify suitably qualified candidates. Where appropriate, this is undertaken by an independent service provider. New Directors are invited to become members of the Board on the basis of a majority vote of Directors. Consideration is given to Director's experience and qualifications with a view to ensuring effectiveness and an appropriate balance of skills.

In relation to appointing a new director, or putting forward to shareholders a candidate for election, the Company will verify via appropriate independent checks that any new proposed director is capable of holding a position as a director and is a fit and proper person for that purpose.

In addition, the Company will continue to provide shareholders with all material information in its possession relevant to a decision whether or not to elect or re-elect a Director.

The Company has written agreements in place with each Director and Senior Executive setting out the terms of their appointment.

Director induction

All newly appointed Directors will participate in an induction program, which includes provision of information relevant to their new role, attendances at key sites and introductions to key staff. This induction includes briefings on the Company's business, strategy, financial, operational and risk management matters, and factors relevant to the industry in which the Company operates.

Performance review of board, committees and directors

The Company has a range of processes in place relating to performance evaluation of the Board, the Board Committees and individual directors.

The process of evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the Chairman. The evaluation of Board performance involves review and discussion of Board effectiveness, including a review of:

- Board papers, minutes and conduct of Board meetings;
- strategic planning, monitoring business performance and risk management;
- Board culture and commitment to vision and strategy;
- relationship with management;
- Board structure and skills mix; and
- interactions with external stakeholders.

Board reviews are conducted annually utilising a confidential questionnaire completed by the Board. Responses are collated by the Company Secretary and discussed by the Board.

Individual director performance is assessed annually, by means of:

- self-assessment survey;
- peer review survey; and
- one-on-one interview with the Chairman.

Individual director reviews assess:

- director skills and experience;
- support for Company vision values and contribution to setting the tone at the top;
- acting in the best interests of the company;
- active participation in board meetings; and
- embodiment of Company behaviours including being a role model for integrity, respect, courage, collaboration, resilience and trust.

Board Committee Charters provide for periodic Committee performance reviews. These reviews take place annually and utilise a confidential questionnaire completed by members of the Committee, other directors and relevant senior executives to guide discussion of performance. Where necessary, recommendations are made to the Board for improving the effectiveness of the Committee.

The Board undertakes a review of the performance of the Chief Executive Officer each year against the balanced scorecard. The balanced scorecard targets consist of a number of key performance indicators covering both financial and non-financial measures of performance. Non-financial measures include items such as safety and employee engagement, as well as related organisational behaviours that impact culture and performance. The specific balanced scorecard targets for FY23 are set out in the Directors' Report enclosed in this Annual Report.

These reviews have been conducted in relation to FY23 in accordance with the relevant processes.

Director professional development

The professional development needs of existing directors is periodically reviewed as part of the Board and individual director evaluation process occurring annually.

It is also reviewed when Committee responsibilities are changed, for example the change from the Remuneration Committee to the People, Remuneration and Culture Committee and the Risk Committee to the Risk and Sustainability Committee.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Details of the qualifications of the Company Secretary are set out in the Directors' Report enclosed in this Annual Report.

Committees

Establishment of committees

The Board has three standing committees to assist in the discharge of its responsibilities. These are the:

- Audit Committee;
- Risk and Sustainability Committee; and
- People, Remuneration and Culture Committee.

As and when required, the Board establishes special purpose sub-committees to give detailed consideration to specific matters and report back to the board with recommendations.

Purpose and responsibilities of committees

Each Board committee has a committee charter, detailing its purpose and responsibilities (Charter). A summary is set out below. Each Charter is reviewed annually to ensure it aligns with best practice and evolving regulatory requirements.

The committee Charters can be viewed at www.australianvintage.com.au/investor-centre/corporate-governance/.

Audit Committee

Composition

The Audit Committee comprises three members, all of whom are non-executive directors and independent. The Audit Committee is chaired by an independent, non-executive director who is not the Board Chairman.

Membership

The current members of the Audit Committee are:

- John Davies (Chairman)
- Richard Davis
- Naseema Sparks

Details of the qualifications of Audit Committee members and their attendance at committee meetings throughout the financial year are detailed in the Directors' Report enclosed in this Annual Report.

Purpose and responsibilities

The nomination and review of existing audit arrangements is undertaken by the Audit Committee. The Audit Committee addresses issues surrounding the integrity of financial information presented to the Board and shareholders, including the review of external auditor engagements and internal financial reporting policies and controls.

The Audit Committee is responsible for reviewing the consistency of the Company's internal accounting policies on a year-to-year basis as well as compliance with relevant accounting standards and legislation. The Audit Committee is also responsible for reviewing the processes and controls for the identification and management of financial risks.

The Audit Committee advises the Board and makes recommendations in relation to policy and procedures and application of principles of Corporate Governance. The Committee addresses issues of proper Corporate Governance procedures and practices to ensure that the Company maintains the highest integrity and best practice with respect to such matters.

The Audit Committee invites the Chief Financial Officer and external auditors to attend Audit Committee meetings.

The Audit Committee or its Chairman meets formally with the Board at least twice a year to discuss the relationship with external auditors, the Company's financial reporting and any other matters of relevance called upon by the Board or the Chairman of the Audit Committee for discussion.

Risk and Sustainability Committee

Composition

The Risk and Sustainability Committee comprises three members, all of whom are non-executive directors and independent. The Risk and Sustainability Committee is chaired by an independent, non-executive director who is not the Board Chairman.

Membership

The current members of the Risk and Sustainability Committee are:

- Peter Perrin (Chairman)
- Richard Davis
- John Davies

The attendance of committee members at each committee meeting during the financial year is detailed in the Directors' Report enclosed in this Annual Report.

Purpose and responsibilities

The Committee is established by the Board to support and advise the Board in relation to material and emerging risks that may impact the Company meeting its corporate objectives and vision, delivering shareholder returns, and its reputation and standing in the community.

Key responsibilities of the Committee include:

- Overseeing the effectiveness of the Company's risk management framework, and making recommendations in respect of the development and embedding of the risk management framework and risk appetite to the Board;
- Assisting the Board with the monitoring and review of the Company's risk culture;
- Reviewing, monitoring and approving the Company's sustainability strategy and providing advice to management on associated implementation plans and other issues that may impact the Company's sustainability;
- Approving policies and initiatives that ensure best practice risk management, reflect stakeholder expectations and influence the Company's reputation as a responsible and sustainable organisation; and
- Reviewing and monitoring the Company's compliance with legal and regulatory obligations, internal policies and industry standards.

Further detail about the Committee's role in overseeing the effectiveness of the Company's risk management framework is set out below under the heading Risk Framework.

People, Remuneration and Culture Committee

Composition

The People, Remuneration and Culture Committee comprises three members, all of whom are non-executive directors and independent. The People, Remuneration and Culture Committee is chaired by an independent, non-executive director who is not the Board Chairman.

Membership

The current members of the People, Remuneration and Culture Committee are:

- Naseema Sparks (Chair)
- Richard Davis
- Peter Perrin

The attendance of committee members at each committee meeting during the financial year is detailed in the Directors' Report enclosed in this Annual Report.

Purpose and responsibilities

The Company recognises that its people are its primary asset and valuable brand ambassadors and that a values-driven culture underpins sustainable business performance and positive engagement within the Company's stakeholder community.

Key responsibilities of the Committee include:

- promoting a culture of lawful, ethical, sustainable and responsible behaviour, which supports the Company's strategic vision and objectives;
- providing a safe, harmonious and supportive environment for the Company's people in order to attract and nurture a diversity of high-performing and emerging talent;
- ensuring that the Company talent pool is remunerated fairly, responsibly and in line with shareholder expectations; and
- fulfilling the Company's statutory, fiduciary and regulatory responsibilities in relation to remuneration and associated employee matters.

Remuneration policies and practices

The Company has developed a Remuneration Policy which describes the Company's remuneration policies and the rationale behind them. The Remuneration Policy is available at www.australianvintage.com.au/investor-centre/corporate-governance/.

The Company's Remuneration Policy is reviewed annually by the People, Remuneration and Culture Committee.

Particulars concerning Director and Executive remuneration and the Company's performance rights and option plan are set out in notes to the financial statements and the Remuneration Report.

Non-executive directors do not receive any performance-based remuneration and are not paid any retirement benefits other than superannuation. The Company has a policy that participants in the AVG Performance Rights and Option Plan are specifically prohibited from hedging the exposure to the Company's share price during the vesting period in respect of their unvested options or performance rights. This prohibition is reflected in the terms of the letter of offer to participate in the Plan.

For more information on the Company's remuneration, see the Remuneration Report within this Annual Report.

Approach to diversity and inclusion

Diversity and inclusion

At Australian Vintage we recognise that an inclusive culture which embraces diversity is integral to our continuing success. The Company is committed to supporting a diverse workplace and has implemented a group-wide Diversity Policy. The details of the Policy are available at www.australianvintage.com.au/investor-centre/corporate-governance/.

In accordance with its Diversity Policy, the Board has adopted measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally. Executive Committee members are required under the Company's Diversity Policy to monitor and report annually to the People, Remuneration and Culture Committee of the Board on the progress and effectiveness of these objectives.

In relation to the constitution of the Board, the Company has a number of initiatives in place to meet its strategic imperative of ensuring the Company has a diverse Board and to achieve its measurable objective regarding Board diversity. These include:

- ensuring a diverse range of qualified candidates is considered for Board appointments;
- evolving a Board skills matrix and using the matrix to identify any gaps in the experience, skills and background, including gender and diversity generally, of Directors of the Board; and
- the use of professional intermediaries (such as external search firms) to identify and assess qualified candidates.

The Board will continue to review its structure and membership to ensure that it meets operational requirements and to continue to improve Board diversity in the future.

FY23 objectives and results

The objectives for diversity for FY23, along with outcomes achieved are as follows:

Workplace Diversity Objectives FY23	Workplace Diversity Outcomes FY23
Strategy - Continue to drive and bring to life the gender objectives and strategies outlined in the Company's Diversity Policy. - Continue to communicate the Company's diversity agenda to the business and actively promote its benefits. - Continue to build a safe and inclusive culture where employees act in line with the Company's values and behaviours. - Continue to deliver an inclusive cultures education program for all employees globally. - Roll out a recruitment unconscious bias program for all employees globally.	- Ongoing use and implementation of behavioural framework. This has been embedded from recruitment all the way through to performance management using inclusive behaviours to ensure a safe and constructive working culture for all employees. - Continuous communication and measure of diversity and inclusion through annual engagement survey with local action plan follow ups. - Global diversity and education programme launched in FY23, inclusive of specific executive and senior management sessions, with UK employees being the first to complete. In addition, key focus sessions on diversity and inclusion held in bite-sized learning forums and for International Women's Day.
Stakeholder Management - Actively promote the Company's diversity agenda in day-to-day activities with management to achieve buy in and to integrate into the Company's culture. - Launch a 'Belonging at AV' committee to ensure employee voices and opinions are heard.	- Diversity agenda promoted through annual engagement survey and behavioural framework. - Inclusive cultures through specialist targeted diversity and inclusion training program via external provider, UK employees first to complete. - Unconscious bias coaching provided to management via recruitment best practice training and for key events i.e., International Women's Day. - Formal launch of 'Belonging at AV' committee, with committee members split into four focus streams. Committee is currently establishing plans and proposed actions for 12 months and beyond for these streams and belonging at AV generally.
Gender Composition - The Company is targeting 30% female representation across all levels by 2024, and specifically aims to: - increase female representation of non-executive directors to 30% by 2024; - maintain female representation in leadership roles at 30%; and - increase female representation at production employee level to 30%.	- The company has reached 38% female representation across all employee levels. - Non-Executive directors is now 25% female representation. - The Company has maintained above 30% female representation in leadership roles across FY23 with further increasing to now 34%. - Female representation at production employee level is at 26%.
Talent Pipeline - Ensure that the Company's recruitment and selection procedure reflects candidate and interview panel diversity along with equal gender candidate split where possible. - Analyse talent matrix to identify female talent for mentoring/succession planning. - Continue with leadership development programs with a focus on providing opportunities to female leaders and implement a mentoring program.	- Dedicated resource responsible for educating employees on diverse and inclusive recruitment activity. This includes ensuring 50/50 gender split at interviews, where possible. - Robust global annual talent management and succession planning process in place. - Delivered a leadership development program incorporating opportunities for female leaders to further develop, with opportunity to partake in a mentoring program over FY23.
Benefits Continue to promote and review the Company's benefits to ensure the Company attracts and retains a diverse talent pool.	Further benefits launched such as loyalty leave, birthday leave and work from anywhere flexible policy.

FY23 objectives and results (continued)

Workplace Diversity Objectives FY23	Workplace Diversity Outcomes FY23
Data - Utilise annual engagement survey to collate data around demographics and benchmark questions on ensuring employees feel included regardless of how they identify and characteristics. - Continue to collect data to develop a sound base to measure progress on diversity, inclusion and belonging progress beyond gender.	- The engagement survey has continued to be utilised to collate data on demographics and understand how our employees feel from an inclusion perspective. This data is assisting to drive initiatives and plans for our Belonging at AV committee. - Further explore data and benchmarks to measure our progress and inclusive culture.

FY24 objectives

The objectives for diversity for FY24 are as follows:

Workplace Diversity Objectives FY24
Strategy - Continue to drive and bring to life the gender objectives and strategies outlined in the Company's Diversity Policy. - Continue to communicate the Company's diversity agenda to the business and actively promote its benefits. - Continue to build a safe and inclusive culture where employees act in line with the Company's values and behaviours. - Continue to deliver an inclusive cultures education program for all employees globally. - Roll out a recruitment unconscious bias program for all employees globally.
Stakeholder Management - Actively promote the Company's diversity agenda in day-to-day activities with management to achieve buy in and integrate into the Company's culture. 'Belonging at AV' committee to finalise plans and initiatives, providing a space for employee voices and opinions to be heard across the organisation.
Gender Composition - The Company is targeting 30% female representation across all levels, and specifically aims to: - increase female representation of non-executive directors to 30% by 2024; - maintain female representation in leadership roles above 30%; and - increase female representation at production employee level to 30%.
Talent Pipeline - Ensure that the Company's recruitment and selection procedure reflects candidate and interview panel diversity along with equal gender candidate split where possible. - Analyse talent matrix to identify female talent for mentoring/succession planning. - Continue with leadership development and mentoring programs with a focus on providing opportunities to female leaders.
Benefits Continue to promote and review the Company's benefits to ensure the Company attracts and retains a diverse talent pool.
Data - Utilise annual engagement survey to collate data around demographics and benchmark questions on ensuring employees feel included regardless of how they identify and characteristics. - Continue to collect data to develop a sound base to measure progress on diversity, inclusion and belonging progress beyond gender.

Workforce gender profile

The following tables show the proportional representation of men and women at various levels within the Company's workforce at 30 June 2023 compared to 30 June 2022.

Workforce Gender Profile FY23

CATEGORIES OF EMPLOYEES		TOTAL FEMALES	TOTAL MALES	% OF FEMALES	% OF MALES
Total Employees	463	175	288	38	62
Non-Executive Directors	4	1	3	25	75
Senior Executives*	10	3	7	30	70
Non-Production Employees**	176	101	75	57	43
Production Employees	278	72	206	26	74

* Senior Executive has been defined as a member of the Company's Executive Team including the CEO.

** Excludes the Senior Executives.

Workforce Gender Profile FY22

CATEGORIES OF EMPLOYEES		TOTAL FEMALES	TOTAL MALES	% OF FEMALES	% OF MALES
Total Employees	455	174	281	38	62
Non-Executive Directors	5	1	4	20	80
Senior Executives*	10	3	7	30	70
Non-Production Employees**	166	95	71	57	43
Production Employees	279	76	203	27	73

* Senior Executive has been defined as a member of the Company's Executive Team including the CEO.

** Excludes the Senior Executives.

Risk framework

Risk management and identification

The Board, through the Risk and Sustainability Committee and Audit Committee, reviews and oversees the Company's risk management systems.

The Risk and Sustainability Committee determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance, and internal control. The Risk and Sustainability Committee does not have responsibility for financial risk management, which is the focus of the Company's Audit Committee.

The Board identifies and discusses areas of significant business risk. The Board ensures, together with management, that processes are in place to manage those risks and reviews those arrangements annually. The Board has reviewed the Group's risk management framework during the year and confirmed that it remains sound.

The Board has delegated to the Audit Committee the responsibility to oversee financial risk and to the Risk and Sustainability Committee all other risks associated with the business.

The Board, committees and management ensure that appropriate insurance programmes for the Company are also in place to provide insurance cover in areas of the business assessed as appropriate for cover having regard to all the relevant circumstances.

Comprehensive practices are established such that:

- capital expenditure and revenue commitments above a certain size require prior Board approval;
- financial exposures are controlled, including the use of derivatives (as overseen by the Audit Committee);
- occupational health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations; and
- business transactions are properly authorised and executed.

All reports to the Board on strategic and operational issues incorporate an assessment by management of the associated risks, which ensures that the Board is in a position to make fully informed business judgements on these issues. In addition, the committees receive risk management updates which address the material business risks facing the Company and the systems and policies in place to manage those risks.

The Company does not have an internal audit function but has implemented the following processes to evaluate and continually improve the effectiveness of its risk management and internal control processes.

The Board is responsible for the overall internal control framework, but recognises that no cost effective internal control system will preclude all errors and irregularities.

The Board has instigated the following internal control framework:

- **Risk Manager** – Appointment of a Risk Manager who works closely with management to identify and mitigate risk and review internal control processes as required to ensure effectiveness.
- **Financial reporting** – Monthly actual results are reported against budgets approved by the directors and revised forecasts for the year are prepared regularly.
- **Continuous disclosure** – A comprehensive policy and process is in place to identify matters that may have a material effect on the price of the Company's securities and notify them to the ASX and post them on the Company's website. The Board and the Company Secretary are responsible for all communications with the ASX.
- **Quality and integrity of personnel** – Formal appraisals are conducted at least annually for all employees (every 6 months for most employees).
- **Operating units control** – The Chief Executive Officer and Chief Financial Officer ensure compliance with financial controls and procedures including information systems controls detailed in procedures manuals.
- **Investment appraisal** – Guidelines for capital expenditure include annual budgets, detailed appraisal and review procedures, levels of authority and due diligence requirements where businesses are being acquired or divested.
- **Management representation letters** – Each senior executive provides a management representation letter to the CEO and CFO every 6 months as part of the full year and half year audit process.

As part of the Board delegation of the oversight of risk to the committees referred to above, each committee will be required to review the Company's risk management framework (as it applies to the relevant risks) annually to satisfy themselves that it continues to be sound.

As part of this annual review, it will be determined whether the Company is operating with due regard to the formal risk appetite statement set by the Board.

These reviews have been conducted in relation to FY23 in accordance with the relevant processes.

Material business risks

Process to identify material business risks

Each senior executive, with input and assistance from their direct reports, identifies key risks for their areas of responsibility and function which are in turn aggregated into an overall corporate risk register. Each risk is assessed and assigned an inherent risk rating and risk mitigation strategies are developed by senior executives designed to reduce the inherent risk profile to an acceptable level consistent with the requirements of the Risk and Sustainability Committee and the Board.

The risk register is continuously reviewed and maintained as new risks are identified or incidents occur, or mitigating controls change. Extracts of the risk register are provided to the Risk and Sustainability Committee (or Audit Committee in the case of financial risks), together with specific commentary or information on significant changes to the risks or the ratings.

Specific major risks or incidents are reported, as and when they occur, to the CEO and other key management personnel who are responsible for escalating these to the Risk and Sustainability Committee (or Audit Committee in the case of financial risks) and Board, where necessary, if the event occurs outside the regular cycle of Committee meetings. The Risk or Audit Committee (as the case requires) is informed of the effectiveness of actions to mitigate the impact of risk events. In addition, the Risk and Sustainability Committee considers developments or improvements in risk management and controls, including the adequacy of insurance programmes.

Separate records and registers are maintained for other more common or recurring risks; for example, arising from customer complaints and occupational health and safety issues. These are managed and reported to the Committee by relevant managers.

Environmental and social risks

The Company has material exposure to environmental and social risks, including climate change risk. The details of material business risks and relevant mitigation strategies are set out in the Director's Report included in this Annual Report.

In FY22, in recognition of the increasing importance of environmental, social and climate risk to long term sustainable shareholder returns, the Risk Committee expanded its ambit to become the Risk and Sustainability Committee. See page 22 under the heading Risk and Sustainability Committee for further details regarding this Committee.

The Company took the following steps in developing its sustainability strategy in FY23:

- **Environment** – Taking climate action towards Net Zero in 2040, with a near term target of 42% GHG emissions reduction by 2030, transitioned 78% of Company production and office sites to renewable energy sources, and vineyards and winery sites are now certified with Sustainable Winegrowing Australia;
- **Social** – Achieved accreditation by as a mental health skilled workplace by Mental Health First Aid Australia, supported the responsible enjoyment of alcohol, in both the UK and Australia through partnerships with DrinkWise and Community Alcohol Partnerships, and received the Most Improved Gender Equity award at the 2023 Drinks Association Awards.
- **Governance** – Submitted for B-Corp certification audit, implemented ESG as a key factor in the tender process for acquisition of Company dry goods, and developing an evidence based approach to monitoring and reporting sustainability and impact.

For more information on the Company's sustainability strategy see the Sustainability Report within this Annual Report.

Integrity of corporate reporting

The Audit Committee monitors the internal control policies and procedures designed to maintain the integrity of the Company's financial reporting.

The Company has implemented a process where the Chief Financial Officer and Chief Executive Officer declare in writing to the Board, prior to approval of the Company's financial statements for a financial period, that:

- the Company's financial records have been properly maintained;
- the financial reports present a true and fair view in all material respects of the Company's financial condition and operational results and are in accordance with relevant accounting standards; and
- their opinion has been formed on a sound system of risk management and internal compliance and control which operates efficiently and effectively in all material respects.

Supporting these declarations are certifications provided by other senior managers within the Company.

The external auditor reviews the director's report contained in the Company's Annual Report and provides an independent opinion that the Company's statutory accounts are true and fair.

In FY23, the Company did not disclose any periodic corporate report other than what was contained in the Annual Report.

A culture of acting lawfully, ethically and responsibly

Code of Conduct

The Company is dedicated to a high level of integrity and ethical standards in all business practices. In FY23, the Board established a refreshed Code of Conduct. This code is available at www.australianvintage.com.au/investor-centre/corporate-governance/.

The Code outlines how the Company expects all of its directors, employees and contractors to behave in the workplace and conduct business on a range of issues. It includes legal compliance and guidelines on appropriate ethical standards.

The Code covers:

- What employees can expect of the Company including diversity and inclusion, safety and equal opportunity and workplace behaviour;
- What suppliers can expect of the Company including fair trading, confidentiality and privacy and conflicts of interest;
- What the Company expects from its employees including behaviours, ethical conduct and leadership;
- Reporting unacceptable workplace behaviour; and
- Compliance with Company policies.

Anti-Bribery and Corruption Policy

The Company strives to maintain a high standard of integrity, investor confidence and good corporate governance. This can only be achieved and maintained if the community is confident that employees are not influenced by gifts, benefits or bribery.

The Company has an Anti-Bribery and Corruption Policy which prohibits:

- giving or receiving bribes or other forms of improper payment;
- making facilitation payments;
- providing or accepting benefits, including gifts, entertainment, meals, travel/accommodation, training or other things of value which are contrary to the Anti-Bribery and Corruption Policy; and
- making political, charitable or community donations without authorisation.

Any breach of the Anti-bribery and Corruption Policy is treated as a serious matter and may give rise to disciplinary action, including dismissal. Material breaches are reported to the Board or a committee of the Board.

Whistleblower Policy

The Company has a Whistleblower Policy which provides a safe environment where information regarding potential misconduct or an improper state of affairs within the Company may be disclosed confidentially and without fear of reprisal, victimisation or detrimental treatment for the person making the disclosure.

The Whistleblower Policy is available at www.australianvintage.com.au/investor-centre/corporate-governance/.

Communications with shareholders

Information Available via Website

The Company, in addition to providing shareholders and the market generally information about the Company through distribution of the Annual Report, the Half Yearly Report, the Chairman's and Chief Executive Officer's addresses to the Annual General Meeting, provides information about the Company and its corporate governance on the Company's website.

All Company Corporate Governance charters, policies and procedures are publicly available. This includes:

- the Board Charter;
- the Company's Securities Trading Policy; and
- the Audit Committee, the Risk and Sustainability Committee and the People, Remuneration and Culture Committee Charters.

This corporate governance information can be located on the Australian Vintage Limited website at www.australianvintage.com.au/investor-centre/corporate-governance/.

Investor Relations

The Company has also implemented an Investor Relations Strategy to facilitate effective two-way communication with investors, which is available at www.australianvintage.com.au/investor-centre/corporate-governance/.

Shareholders and other stakeholders are also encouraged to contact the Company directly regarding any enquiries they may have.

Facilitating Shareholder Participation

The Company provides shareholders the option to receive communications from and send communications to the Company and its share registry electronically.

At the 2020 Annual General Meeting the shareholders voted in favour of amending the Company's Constitution to permit virtual and hybrid general meetings. This provides the Company with the flexibility to use technology to facilitate participation of shareholders at future AGMs.

The Company's 2023 Annual General Meeting will be held as a hybrid meeting, providing shareholders with the opportunity to participate either in person or virtually. In accordance with the Corporations Act, shareholders will be given the opportunity to ask questions verbally or in writing and are able to vote in person or online.

Shareholders are encouraged to participate in the Company's AGM and use this opportunity to ask questions. The Company's practice at the AGM (and any other general meeting) is for all resolutions to be decided by a poll rather than a show of hands. A recording of the AGM is made available on the Company's website. The AGM will remain the primary forum for shareholder engagement each year. The external auditor also attends the AGM and is available to answer questions about the conduct of the audit and the preparation and content of the external auditor's report.

Continuous disclosure

The Company has a written policy in place for complying with its continuous disclosure obligations under the Australian Securities Exchange, Listing Rules and the Corporations Act, which is available at www.australianvintage.com.au/investor-centre/corporate-governance/.

This policy establishes procedures to ensure that the Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information. When the Company makes an announcement, the announcement is released to the ASX and the Company Secretary is responsible for communications with the ASX. All material information released to the ASX is published on the Company's website at www.australianvintage.com.au/investor-centre/. This includes ASX announcements, annual reports, notices of meetings and media releases. The policy sets out the type of information which requires disclosure as well as the internal policies governing the method and timing of disclosure.

The Company ensures that the whole Board reviews material market announcements before release to provide the Board with the opportunity to critique the announcement. The directors receive copies of all material information issued to the ASX promptly after they have been made.

New or substantive investor or analyst presentation materials are issued to the ASX in advance.

Shareholders

The shareholder information set out below was applicable at 13 September 2023.

Distribution of Shareholders

Analysis of shareholders of fully paid ordinary shares by size of holdings:

Number of Shares	Number of Shareholders
1 - 1,000	1,548
1,001 - 5,000	1,865
5,001 - 10,000	486
10,001 - 100,000	782
100,001 Over	137
	4,818

The percentage of the total holding of the twenty largest holders of Ordinary Shares was 73.50%.

Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

Name	Ordinary Shares (as per last substantial holder notice)
Allan Gray Investment Management	54,973,464
Vintage China Funds GP Limited	35,939,386
MA Financial Group Limited	22,680,021

Twenty largest shareholders

The names of the twenty largest shareholders of Ordinary Shares as at 13 September 2023 are as follows:

Shares Held	Number of Ordinary Shares Held	% of Listed Shares
1 CITICORP NOMINEES PTY LIMITED	43,703,914	17.30
2 HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	35,690,107	14.13
3 VINTAGE CHINA FUNDS GP LIMITED	32,109,626	12.71
4 NATIONAL NOMINEES LIMITED	24,451,776	9.68
5 J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	11,346,935	4.49
6 SANDHURST TRUSTEES LTD <WENTWORTH WILLIAMSON A/C>	7,471,004	2.96
7 GARRETT SMYTHE LTD	5,452,993	2.16
8 BNP PARIBAS NOMS (NZ) LTD <DRP>	4,545,558	1.80
9 HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	3,475,111	1.38
10 BNP PARIBAS NOMS PTY LTD <DRP>	3,087,965	1.22
11 CERTANE CT PTY LTD <AVG EST A/C>	2,844,452	1.13
12 MR GRAHAM JOHN HARVEY	2,100,000	0.83
13 SUNRISE VINEYARDS PTY LTD <MOULARADELLIS S/F A/C>	1,818,000	0.72
14 VINTAGE CHINA FUNDS GP LIMITED	1,286,886	0.51
15 HENLEAZE INVESTMENTS PTY LTD	1,200,000	0.47
16 NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	1,197,973	0.47
17 127 VICTORIA PTY LTD	1,000,000	0.40
18 MR BRIAN FREDERICK DITCHFIELD	1,000,000	0.40
19 MR PERRY RICHARD GUNNER + MRS FELICITY JANE GUNNER <PERRY GUNNER SUPERFUND A/C>	990,614	0.39
20 BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	918,231	0.36
Totals: Top 20 holders of Fully Paid Ordinary Shares (Total)	185,691,145	73.50
Total Remaining Holders Balance	66,947,341	26.50

Directors' Report

The Directors of Australian Vintage Limited (the Company) submit herewith the annual financial report for the Company and its controlled entities (the Group) for the financial year ended 30 June 2023. In order to comply with the provisions of the Corporations Act 2001, the Directors report is presented as follows:

Directors

The names and particulars of the Directors of the Company during or since the end of the financial year are:

Current directors

Richard Davis B. Ec, Age 67

Chairman since 1 June 2015 and Non-Executive Director since 5 May 2009

Mr Davis is Chairman of Monash IVF Group Limited and a non-executive director (and previously CEO) of InvoCare Limited where he spent almost 20 years growing and managing the business. Mr Davis holds a Bachelor of Economics and has a background in venture capital and as an accounting partner for a leading national accounting firm.

Mr Davis has been a non-executive director of the Company since 2009 and currently holds the position of Chairman of Australian Vintage Limited.

Craig Garvin, Age 56

Chief Executive Officer and Executive Director since 20 November 2019

Mr Garvin was appointed as Chief Executive Officer and Executive Director in November 2019. He has extensive FMCG experience, having spent nine years as the Australian CEO of global dairy business Parmalat, overseeing some of the country's most-recognised brands, including Pauls, Oak and Vaalia. Prior to his time at Parmalat, Mr Garvin worked in the gaming industry, spending three years as the Managing Director of Star City Casino. His consumer goods and retail experience also includes executive positions at Campbell Arnott's, where he was the General Manager and six years in senior leadership roles at Lion Nathan.

John Davies FCA, Dip. Bus S, Age 70

Non-Executive Director since 28 January 2015

Offering the board both industry and financial experience, Mr Davies is a Fellow of the Institute of Chartered Accountants and has had a 36 year career with Ernst & Young. Mr Davies was elected to Ernst & Young's Asia Pacific Board of Partners for a six year period until his retirement from the firm in 2011. During his career, Mr Davies provided professional services to many of Australia's leading wine companies, and he also owns a 150 acre vineyard in Heathcote, Victoria.

Mr Davies is Chairman of the Audit Committee and member of the Risk and Sustainability Committee.

Naseema Sparks AM, Age 70

Non-Executive Director since 28 January 2015

Offering the board expertise in fast growth consumer-facing businesses, Ms Sparks has strong experience at both operational and board level in marketing, branding and customer targeting, with her most recent executive career as Managing Director and Global Partner of M&C Saatchi in Australia. Ms Sparks has been a professional non-executive director since 2007, serving on boards of a diverse range of companies including ASX listed and private companies, Government statutory authorities, not-for-profit arts, health and education boards. Ms Sparks is Chair of Openmarkets Group Ltd and a director of Knight Frank Australia Pty Ltd. She is also Chair of Sydney Living Museums. Ms Sparks' qualifications include an MBA from The University of Melbourne and she is a Fellow of the Australian Institute of Company Directors.

Ms Sparks is Chair of the People, Remuneration & Culture Committee and member of the Audit Committee.

Peter Perrin, Age 66

Non-Executive Director since 28 March 2017

Mr Perrin brings a wealth of high level wine industry experience as a past Manager and Director of a number of large listed, private and boutique wine companies in Australia, the United States and New Zealand over a 40 year wine career that focused on sales and marketing both in Australia and overseas. Mr Perrin is a trustee and honorary life member of the Wolf Blass Foundation.

Mr Perrin is Chairman of the Risk & Sustainability Committee and member of the People, Remuneration & Culture Committee.

Jiang Yuan (Dixon), Age 46

Non-Independent, Non-Executive Director since 7 June 2017

Mr Yuan is the founder of www.yesmywine.com, the largest imported wine platform in the world, based in China. Well known for pioneering data analytics and an innovator in imported wines in China, Mr Yuan brings to the board considerable experience in distribution and selling of wine into that region.

Mr Yuan resigned with effect from 11 August 2022.

Directorships of other listed companies

Directorships of other listed companies held by Directors in the 3 years immediately before the end of the financial year are as follows:

Name	Company	Period of Directorship
Richard Davis	InvoCare Limited	Since 2012
	Monash IVF Group Limited	Since 2014
Naseema Sparks	Openmarkets Group Ltd (previously Openmarkets Group Pty Ltd)	Since 2021

Company Secretary

Alicia Morris

General Counsel and Company Secretary

Alicia joined Australian Vintage Limited in October 2010 and leads AVL's legal team and governance portfolio. She holds a Bachelor of Laws and Legal Practice (Hons), Bachelor of Behavioural Science (Psychology), a Graduate Diploma of Applied Corporate Governance and is a fellow member of the Governance Institute of Australia. She has over 13 years' legal, commercial and governance experience.

Principal activities

The Group's principal activities in the course of the financial year were wine making, wine marketing and vineyard management.

Changes in state of affairs

During the financial year there was no significant change in the state of affairs of the Group other than that referred to in the financial statements or notes thereto.

Environmental regulations

The Group entity holds licences issued by the Environmental Protection Authorities in various states which specify limits associated with the discharge of winery waste. There have been no known breaches of the licence conditions.

Dividends

In respect of the financial year ended 30 June 2023, no dividend has been declared. In respect of the financial year ended 30 June 2022, a 60% franked dividend of 3.4 cents per share was paid on 16 December 2022.

Review of operations and future developments

AVG's strategic plan is on track, despite tough trading conditions.

Key financial highlights:

- Revenue in line with prior year at \$258.6 million
- AVG continued to win market share, take price and grow the mix of the premium portfolio
- Underlying EBITDAS of \$26.1 million, EBITs of \$10.6 million, and NPATS of \$4.2 million, in line with market guidance, after absorbing \$18 million in pre-tax hyper-inflationary costs, largely sea freight and energy
- Net debt of \$48.1 million, gearing at 17%, 1.8 times net debt/ underlying EBITDAS
- Industry characterised by low margins, heavy discounting and one of the lowest vintage in decades
- No final dividend declared

AVG's strategic plan is working. The relentless pursuit to drive our pillar brands, innovate and expand geographically has shored up our platform for future growth. FY23 saw us absorb significant inflationary costs and realign our business to be a lower cost producer. This sets us up well for FY24 and beyond. We have continued to invest in our brands and innovation. Our people remain our number one priority with engagement, safety and diversity improvements versus prior year.

Given the trading environment, it is encouraging that we have been able to maintain revenue in line with the prior year of \$258.6 million, as we continue to improve our mix of higher margin business. As cost reductions occur, we remain very confident in our future performance.

Review of operations and future developments (continued)

Our pillar brand revenue of \$202.1 million was 78% of our mix (65% FY20). We are the global leaders in no-and-low, reflected through substantial increases in product ranging and increased market share and supported by our world leading technology. Innovation now represents 15% of our total margin, which did not exist 3 years ago. When the growth in premiumisation is added, margin contribution now represents 35% of our business. I am also pleased, despite severe cost pressures, we have been able to grow our emerging business. Asia grew by 14 points, Ireland 9 points.

In our traditional markets we took price and pleasingly held market share. Through focussed resourcing, our ingredients business, Austflavor, is growing at double-digits versus the prior year.

Our environmental, social and governance (ESG) strategy is well advanced with our submission for B-Corp certification undertaken during the year, and our winery and our vineyards have achieved Sustainable Winegrowing Australia certification.

Profit result (underlying basis)

The profit result was impacted by a number of non-recurring items. The table below summarises the underlying performance of the Group, removing the impact of significant, non-recurring items as noted.

	2023	2022
<i>Reported revenue</i>	258,557	260,099
<i>Reported gross margin</i>	75,109	85,348
Non-underlying items	-	1,952
Underlying gross margin	75,109	87,300
<i>Reported EBITDAS</i>	32,774	43,702
Non-underlying items	(6,697)	1,952
Underlying EBITDAS	26,077	45,654
Depreciation and amortisation	(15,522)	(14,917)
Underlying EBITs	10,555	30,737
Finance costs	(4,547)	(2,688)
Underlying PBTS	6,007	28,049
Income tax expense ⁽¹⁾	(1,832)	(9,145)
Underlying NPATS	4,175	18,904
SGARA (underlying)	-	(1,000)
Underlying NPAT	4,175	17,905
Finance costs	4,547	2,688
Income tax expense ⁽²⁾	1,832	8,717
Underlying EBIT	10,555	29,310
Non-underlying items	6,697	(1,952)
SGARA (flood and price write-down)	(12,448)	-
Reported EBIT	4,804	27,358
Underlying basic earnings per share (cents)	1.7	7.1
Underlying return on capital employed ⁽³⁾	2.5%	7.3%
Underlying EBITDAS margin	10.1%	17.6%
Underlying net debt / EBITDAS (before AASB 16 Leases)	1.8	1.6
Underlying net debt / EBITDAS (after AASB 16 Leases)	3.4	2.1

(1) adjusted for the tax impact of SGARA and non-underlying items

(2) adjusted for the tax impact of non-underlying items

(3) EBITs divided by capital employed, where capital employed is defined as total assets less current liabilities

Review of operations and future developments (continued)

Profit result (reported basis)

	2023	2022
Revenue	258,557	260,099
Gross margin	75,109	85,348
Earnings before interest, tax, depreciation, amortisation and SGARA (EBITDAS)	32,774	43,702
Depreciation and amortisation	(15,523)	(14,917)
Earnings before interest, tax and SGARA (EBITS)	17,251	28,785
Finance costs	(4,547)	(2,688)
Profit before tax and SGARA (PBTS)	12,704	26,097
Income tax expense ⁽¹⁾	18	(7,764)
Net profit after tax and before SGARA (NPATS)	12,722	18,333
SGARA (net of tax expense)	(8,713)	(1,000)
Net profit after tax (NPAT)	4,009	17,333
Finance costs	4,547	2,688
Income tax expense	(3,753)	7,336
EBIT	4,804	27,358
Basic earnings per share (cents)	1.6	6.9
Return on capital employed ⁽²⁾	4.2%	6.5%
EBITDAS margin	12.7%	16.8%
Net debt ⁽³⁾	48,100	74,452
Net debt/equity	16.5%	24.8%
Net debt/net debt + equity	14.2%	19.9%
Reported net debt / EBITDAS (before AASB 16 Leases)	1.5	1.7
Cash lease rent	(11,939)	(10,259)
Reported net debt / EBITDAS (after AASB 16 Leases)	2.3	2.2

(1) adjusted for the tax impact of SGARA

(2) EBITDAS divided by capital employed, where capital employed is defined as total assets less current liabilities

(3) net debt is calculated as total borrowings less cash and cash equivalents (excludes lease liabilities)

Performance by segment

UK, Europe and Americas

With the UK/ Europe market contributing 49% to revenue, this market is one of significant focus for AVG especially with the introduction of the UK duties tax in August. This duties tax provides opportunities for suppliers with a lower alcohol by volume (ABV) by lowering the duties tax payable by retailers. Through AVG's leadership in the no-and-low category the Company has achieved significant ranging of new products setting up FY24 well. In the no-and-low category AVG have grown market share by 34 points.

Across all categories Australian Vintage has maintained market share in the UK and North America whilst growing market share in Ireland by 9 points. Price was taken successfully across all key regions.

As indicated previously, AVG strategically built inventory in the UK to cater for logistics disruption post Brexit. This has now been reduced back to pre-covid levels.

Australia and New Zealand

There has been strong competition in Australia in all categories. Despite this competition Australia has grown share by 1 percentage point. Growth was driven by premiumisation and innovation, where the Australian market has seen overall value segment reductions post covid, reinforcing the importance of premiumisation and innovation. AVG is one of the only producers to take price.

Review of operations and future developments (continued)

Australian Vintage has been very active in innovation with the launch of the new spirits range. The Tempus Two Shiraz Gin is already recognised as one of the best global gins, winning double gold in the San Francisco World Spirits Competitions, double gold in the Singapore World Spirits Competition, and the Masters Medal at the 2023 Gin Masters Awards. A number of collaborations have been launched including: Sevenly by Sarah Jessica Parker, The Butchers Cellar, and Johnny, Vince & Sam's Vino by Sooshi Mango. Sooshi Mango has been awarded the Best Brand Activation of the Year at the Endeavour Group Supplier of the Year Awards. This innovation is strategically important in the move towards a more diverse and higher margin business, led by consumer needs. These new revenue streams will continue to grow margin and contribution over the coming few years. Australia is the test market for these products, however the intention is for them to become global.

Asia

The premiumisation opportunities identified through Asia's strategic market reset has enabled growth by 14 points. With the continued focus on core markets of Taiwan, Hong Kong, Japan, Malaysia, Singapore and the improved product range, AVG expects continued growth in this market. From a pillar brand perspective, increases were seen in Tempus Two and the Barossa Valley Wine Company.

AVG is being proactive, ahead of the anticipated China opening, with multiple market visits over the last 6 months and working closely with strong partners. The reopening will deliver significant upside to the strategic plan.

Austflavor

Austflavor is Australian Vintage's ingredients and concentrate division and, as a commodity play, operates differently from standard wine market dynamics. As identified previously, the strategic importance of growing this division as a key contribution to revenue, and margin, de-risks the value segment. With increased focus, and resourcing, Austflavor has increased revenue by 42%, and margin by 26%, over the prior comparative period. Utilising strong long-term partnerships in Australia, Japan and North America creates a platform for significant growth opportunities.

External operating environment

In FY23, one the toughest external operating environments in decades, the value of wine exports from Australia have declined 10%, with Europe and North America recording declines of 15% and 14% respectively. China tariffs and inflationary pressures in the UK resulted in a profound impact on the sale of Australian wine.

Oversupply of grapes from the prolific 2021 and 2022 vintages coupled with shrinking export markets has seen unsustainable grape sourcing and marketplace pricing behaviour from key competitors.

Hyper-inflationary costs of \$18 million have been absorbed in FY23, largely sea freight, energy and distribution costs. It should be noted that some of these costs are moderating in FY24 with this trend anticipated to continue in FY25.

Vintage 2023 will be remembered as one of the most challenging for decades. A long, cool, wet, Spring and Summer resulted in significantly reduced yields, with an overall crush of only 1.3 million tonnes, one of the worst vintages in decades, lowering winery throughput. AVG's crush of 80k tonnes was impacted by the Australian wine market dynamics, which was 20% lower than the prior year. The magnitude of the decline resulted in a non-cash winery production fixed cost write off of ~\$9 million.

With declining red wine export markets, lower vintages and lower winery throughput, the Weighted District Average price has decreased significantly for red grapes. When assessing the fair value of grape supply, despite AVG's owned, and leased, vineyard yield only down 9%, outperforming the market, the self generating and re-generating asset (SGARA) assessment resulted in an adjustment in FY23 of \$8.7 million after tax.

The sale and leaseback of commercial vineyards Coldridge and Grande Junction completed on 19 December 2022, with ~\$62 million in proceeds received. The lease term is for 10 + 10 years at market rates, terms that took into account the capital investment in those properties for long term retention. The proceeds received have been used to pay down debt and offset one-off write-offs, underpinning execution of the strategic plan.

Other financial performance

Total sales revenue of \$258.6 million was in line with the prior year. Gross margin has been impacted by inflationary pressures, delivering a gross margin for the year of 29%, 6 percentage points lower than last year. Normalising gross margin for sea freight would have delivered a gross margin 5 percentage points higher. Inflationary pressures absorbed in underlying performance generates EBITDAS of \$26.1 million, EBITs of \$10.6 million and NPATS of \$4.2 million, in line with market guidance.

AVG's focus on net debt reductions, especially within the context of hyperinflationary pressure absorption of \$18 million, has resulted in a net bank debt of \$48 million, ~\$26 million lower than the prior comparative period. Net debt reductions were supported by asset sales of the Hunter Valley winery and the vineyard sale and leaseback generating ~\$66 million in revenue, and ~\$17 million in after tax profit.

Review of operations and future developments (continued)

The balance sheet has strengthened with gearing (net debt/ equity) of 17%, versus 25% in the prior period, and leverage (net debt/ net debt + equity) of 14%, versus 20% in the prior period. Due to hyperinflation impacting EBITDAS, the net debt/ underlying EBITDAS (post AASB16 leases) is 1.8 times, and 3.4 times pre AASB16 leases. On a reported basis, and post AASB16, net debt/ EBITDAS is 1.5 times. As announced in the trading outlook on 15 June 2023, Australian Vintage suspended dividend payments, until net debt/ underlying EBITDAS, on a pre AASB16 leases basis, is below 2 times. As the FY23 result is 3.4 times, the FY23 final dividend has been suspended.

Inventory was strategically increased in FY22 to partially mitigate the impact of freight disruption on global supply chain from Brexit. This was further impacted by inflationary pressures and costs. Inventory has declined by ~\$5 million from the prior comparative period, with inventory in the UK returning to pre-covid levels.

Trade payables are significantly lower than the prior year driven by a significantly lower vintage, and lower shipping and production in the UK, in line with the inventory reduction strategy.

Net tangible assets per share of \$0.90, after asset sales, is predominantly made up of inventory, and the ongoing strong asset position. AVG owns the land and third largest processing facility in the Murray-Darling basin, over 290 hectares of vineyards in the Barossa Valley and Adelaide Hills, and has access to over 15,700ML of water sources for owned and leased properties.

Total cash flow from activities prior to any movements in debt was a positive \$26 million, compared to negative (\$32 million) in the prior year. Free cash flow, before lease payments and dividends, was a positive \$45 million, compared to a positive \$6 million in the prior year. These results were primarily due to ~\$66 million received from the sale of three properties earlier this year. Operating cash flow improved by \$6 million in the second half bringing overall operating cash flow to an outflow of ~ (\$13) million, compared to positive operating cash flow of ~\$15 million, in the prior comparative period. Within the FY23 operating cash flow, \$18 million was absorbed in hyper-inflationary costs, investment in marketing of \$3.5 million, and tax paid for franking credits.

ROCE on a rolling basis was 2.6%, on an underlying basis, compared to 7.3% from the prior year, and driven by a hyperinflationary impacted lower underlying EBITs.

Outlook & strategic review

The fundamentals of AVG's business are well placed for the future.

Continuing to invest in brands, innovation and people to premiumise the portfolio and improve mix to higher margin products, driven by consumer needs, is crucial. AVG leads in no-and low-alcohol innovation globally, successfully launching the Drinks Business in FY23. The ambition is to drive a global drinks and ingredients business over the coming years. Asia presents significant growth opportunity outside of China which is anticipated to show improved contribution in the FY24 numbers. AVG anticipates China opening in the next 12 months with the Company working closely with existing Chinese partnerships.

Net debt has reduced, the balance sheet has strengthened and there is an ongoing focus on cost reductions. The continued delivery of the strategic plan positions AVG well as costs reduce and efficiency improved. Action is being taken to offset continuing hyper-inflationary pressures through removing ~\$9 million in annualised costs out of the business. AVG is on track for FY24 with 90% of the actions underpinning those savings implemented.

Emerging business in high value markets is important to strategic intent. The Middle East and India represent significant business opportunities for Australia with a strategic partner appointed to establish new business in both markets. This combined with China reopening, rest of Asia double digit growth and a strong innovation pipeline are encouraging for the future.

Through these actions, AVG expects underlying EBITDAS and NPATS to improve into FY24 from FY23 performance. EBITDAS is expected to be directionally in line with FY22. There is a continued focus on net bank debt reductions. These outcomes are subject to a normal vintage, FX and other agricultural risk.

Australian Vintage have announced a strategic market review to explore options to unlock additional value through industry opportunities. To date, the strategic review has confirmed that excess capacity exists in processing facilities and grape supply, reinforcing the need for industry rationalisation. Excess supply, across the industry, is geared towards a declining value market segment, driving aggressive competitor behaviour. AVG, however, remains profitable, with a sustainable business model that has stood up against significant head winds. Whilst a strategic transaction is not required to support future profitability, Australian Vintage have appointed Evans & Partners to examine opportunities, in the interests of maximising shareholder returns.

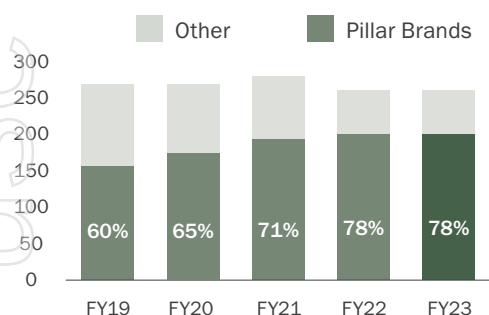
Sales in July 23 have been strong at 16% higher than the prior comparative period largely led by the UK business, innovation and emerging markets.

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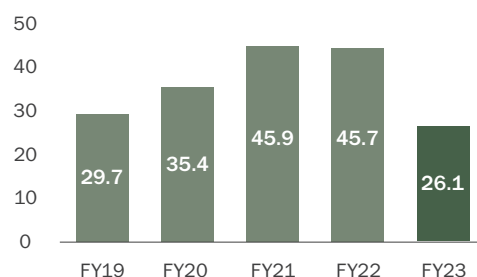
Review of operations and future developments (continued)

Company Performance

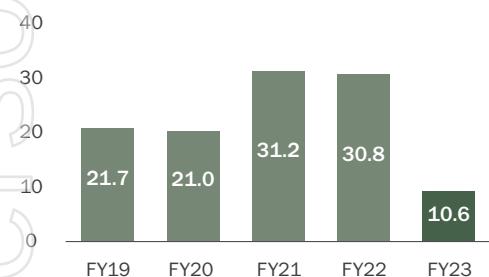
Total Revenue
\$258.6m



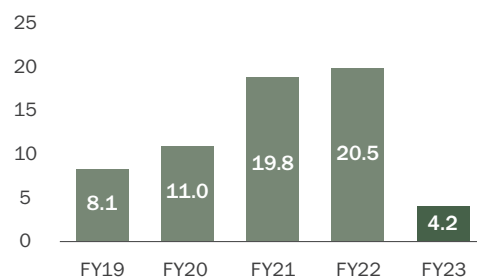
EBITDAS
\$26.1m (underlying)



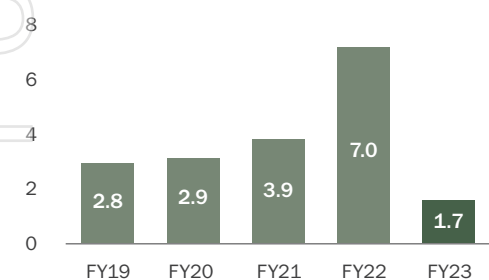
EBITS
\$10.6m (underlying)



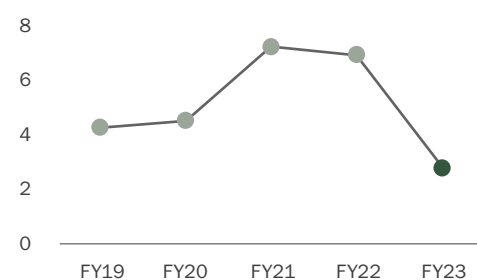
Net Profit After Tax (pre SGARA)
\$4.2m



Earnings Per Share
1.7 cents (underlying)



Return on Capital Employed
2.6% (underlying)



Review of operations and future developments (continued)

Material business risks

The Group has an established Risk & Sustainability Committee, which monitors risks to the business on an ongoing basis and ensures they are identified in a timely manner and managed accordingly. Below are those risks that AVG considers of greatest materiality to the business, and existing mitigations against these risks.

Material business risk	Details of risk	Mitigation strategies in place
Climate change	Climate change is expected to impact on AVL increasingly in terms of regulation and associated costs, posing the following risks: • Restrictions on access to water and energy whilst working within possible carbon price and emission reduction targets • The ability to effectively respond to climate related change impacts that could have adverse effects on business performance • Third party suppliers' ability to respond to climate change impacts • Consumer awareness and retailer requirement for sustainability strategies that could impact listings and sales offtake • Rising temperatures in the inland growing regions and the impact that may have on vine and grape performance • Global sourcing strategies to mitigate high emission freight	AVG has released its Net Zero Roadmap at the AGM in November 2022. Strategies are in place to reduce our greenhouse gas footprint across Scopes 1, 2, and 3 stewarded through our Sustainability Management team. In addition, the following activities are ongoing to mitigate climate change risks: • Further investment towards innovative water and power solutions to reduce environmental footprint and save on costs • Work more closely with the Bureau of Meteorology to better understand short and long term weather patterns • Working with key suppliers to ensure they are managing climate change in a way that is commensurate with AVL's policy and approach so as to not negatively impact AVG's ability to effectively source grapes and wine • The mitigation strategies noted above, in conjunction with AVG's Net Zero roadmap, will place AVG in a strong position to mitigate potential impacts of climate change
Challenging global shipping environment	The disruption in the global shipping environment is having an impact on the reliability of supply and the cost of that supply. The cost impost on the business is significant thereby impacting on margins and profitability.	AVG has long standing partnerships with key shipping providers that are being utilised to find ways to reduce these hyper-inflationary costs. Whilst easing there is some way to go to get back to pre-covid levels in the freight routes we operate within.
Grape supply	AVG's ability to fulfil demand, in particular growing demand for wine, is restricted by the availability of grapes. Climate change, agricultural and other factors, such as disease, pests, extreme weather conditions, water scarcity and competing land use, create increased risk that AVG will be unable to fulfil demand. To the extent that any of the foregoing impact the quality and quantity of grapes available to AVG for the production of wine, the financial prospects of operations could be adversely affected, both in the year of harvest and in future periods. Australian oversupply risk, with red grapes, that could impact competitor behaviour in the supply chain.	AVG strategically plans out its demand requirements to ensure demand is in balance with supply. A balanced supply chain has minimised any potential adverse impacts on inventory. Through that strategic planning, and where possible, grape intake is balanced between owned/leased vineyards and third party suppliers. • Multi-regional growing and sourcing. • Innovative agronomic practices. • Strong grower relationships and defined agreements. • Ensuring commercial sustainability across Australian Vintage's supply chain with third party growers and for own/ leased vineyards.

Review of operations and future developments (continued)

Material business risk	Details of risk	Mitigation strategies in place
Global Hyper-inflation	The ongoing war in the Ukraine is driving higher energy and fuel costs across the globe, directly impacting our global bottling operations and cost of distribution. Coupled with increased staffing costs, increased consumables, and increased inflation the cost of doing business is increasing.	AVG has long term contracts in place for all key aspects of the supply chain. On a regular basis those contracts are tested through a tender process. AVG relies on key partnerships across the supply chain, and in working with our partners, we strive to ensure that short term environmental impacts do not disrupt long term arrangements.
Share price lower than Net Tangible Assets	The share price has been lower than the net tangible assets per share, tracking in line with overall ASX market movements. This places AVG as a takeover target with a potential risk fair value will not translate in the transaction.	To mitigate potential takeover threats AVG has modelled a take-over defence position. Any take-over proposal is required to be agreed by AVG's major shareholders. As there is limited liquidity based on the ownership of shares this will provide a natural hedge against potential takeover opportunities.
Brand reputation	The strength of AVG's portfolios of brands is key to the success of the business. As a brand-led organisation, managing the reputation of brands is critical to AVG's ongoing success. Failure to protect and effectively manage brands could have significant reputational and financial repercussions.	• Brand portfolio and product strategy, including portfolio rationalisation, prioritisation and targeted investment in consumer marketing. • Consumer insights supporting the monitoring and awareness of brand health and consumer trends. • Product pricing strategy. • Corporate Responsibility program.
Loss of key leadership and talent	AVG's ability to deliver on strategic targets is reliant on attracting and retaining experienced, skilled and motivated talent in core functions such as winemaking, sales, marketing and finance.	• Talent review and succession planning processes. • Employee safety (including health and wellbeing) program. • Incentive and reward programs aligned to AVG's vision and growth behaviours.
Risk of decline in the sub \$10 product category	Global demand for the sub \$10 category in wine is in decline. As AVG sells some of the McGuigan branded products in this category there is a risk to revenue if this is not mitigated. Current oversupply and strategic business uncertainty in competitors has resulted in unsustainable short-term pricing in bulk and low end categories.	AVG's investment in pillar brands, especially those in higher categories than the sub \$10, develops a broader brand portfolio. In addition, growth in global geographic locations will expand growth opportunities potentially mitigating the decline in some markets.

Review of operations and future developments (continued)

Material business risk	Details of risk	Mitigation strategies in place
Changing laws and government regulations	AVG operates in a highly regulated industry in many of the markets in which it makes and sells wine. Each of these markets have differing regulations that govern many aspects of AVG's operations, including taxation, production, manufacturing, pricing, marketing, advertising, distribution and sales of wine. Remaining compliant with and abreast of changes to such regulations requires diligent and ongoing monitoring by the business. Additionally, changes and additional regulations can significantly impact the nature of operations.	• Company-wide policies, standards and procedures. • AVG's compliance framework. • Business Continuity Plans. • Specialised and experienced resources and teams. • Executive Leadership Team oversight via the Risk & Sustainability Committee. • Relationships and engagement (where relevant) with key government, industry advocacy and regulatory bodies.
Significant business disruption	AVG's scope of operations exposes it to a number of business disruption risks, such as environmental catastrophes, natural and man-made hazards and incidents or politically motivated violence. Significant business disruption could result in AVG's sites or employees being harmed or threatened, loss of key infrastructure, inventory shortages or loss, customer dissatisfaction, or financial and reputation loss.	• Dedicated health and safety team oversight, audit programs and training. • Preventative repair and maintenance program. • Comprehensive insurance program.
Foreign exchange	AVG is exposed to foreign exchange risk from a number of sources, namely from the export of Australian produced wine to offshore markets. Foreign exchange rate movements impact AVG's earnings.	• Active foreign exchange hedging strategy. • Partial natural hedges (purchases and sales within the same currency) where possible.
Cyber security	Data/information security is essential to protect business critical intellectual property and privacy of data. Continuing advances in technology, systems and communication channels mean increasing amounts of private and confidential data are now stored electronically. This, together with increasing cyber-crime, heightens the need for robust data security measures.	• Information Security Policy, supporting framework and specialised resources. • Restricted and segregated management of sensitive business/supplier/customer data. • Periodic employee training and alerts to ensure secure handling of sensitive data. • Crisis management and IT Disaster Recovery Plans.

Directors' meetings

The following table sets out the composition of the Director's meetings.

Directors	Board Meetings	Audit Committee Meetings	Risk & Sustainability Committee Meetings	People, Remuneration & Culture Committee Meetings
Richard Davis	Chair	Member	Member	Member
Craig Garvin	Member	Invitee	Invitee	Invitee
John Davies	Member	Chair	Member	Invitee
Naseema Sparks	Member	Member	Invitee	Chair
Peter Perrin	Member	Invitee	Chair	Member
Jiang Yuan (Dixon)	Member	Invitee	Invitee	Invitee

The following table sets out the number of Directors' meetings (including meetings of Committees of Directors) held during the financial year and the number of meetings attended by each Director (while they were a Director or Committee Member).

During the financial year the company held 12 Board Meetings, 2 Audit Committee Meetings, 2 Risk & Sustainability Committee Meetings and 3 People, Remuneration & Culture Committee meetings.

Directors	Board Meetings Attended	Audit Committee Meetings Attended	Risk & Sustainability Committee Meetings Attended	People, Remuneration & Culture Committee Meetings Attended
Richard Davis	12	2	2	3
Craig Garvin	12	2	2	3
John Davies	12	2	2	2
Naseema Sparks	12	2	2	3
Peter Perrin	12	2	2	3
Jiang Yuan (Dixon)	0 (of 1)	N/A	N/A	N/A
Total Meetings Held	12	2	2	3

Directors' shareholdings

The following table sets out each Director's relevant interest in shares and options in shares of the Company as at the date of this report.

	Fully Paid Ordinary Shares	Executive Performance Rights and Options
Richard Davis	225,814	-
Craig Garvin ⁽¹⁾	1,241,247	1,295,474
John Davies	700,000	-
Naseema Sparks	77,878	-
Peter Perrin	264,057	-

(1) Craig Garvin's fully paid ordinary shares are held in trust under escrow.

Details of unissued shares or interests under option / performance right as at the date of this report are:

Issuing Entity	Number of shares under option / right	Class of shares	Exercise price of option / right	Expiry date of option / right
Australian Vintage Ltd	1,155,941	Ordinary	N/A (rights)	31 October 2023
Australian Vintage Ltd	722,889	Ordinary	N/A (rights)	31 October 2024
Australian Vintage Ltd	1,251,078	Ordinary	N/A (rights)	31 October 2023
Australian Vintage Ltd	1,251,078	Ordinary	N/A (rights)	31 October 2025
Australian Vintage Ltd	146,840	Ordinary	N/A (rights)	01 April 2025
	4,527,826			

Remuneration report

Introduction

People continue to be fundamental to our success at Australian Vintage. The importance of retaining our talent in a challenging environment has further highlighted our need to invest, attract and retain our people. In a challenging external environment where competition for talent has never been greater, Australian Vintage is extremely proud to have maintained strong levels of employee engagement globally, continued to increase our female representation throughout the business, retain top talent and been recognised for our investment into the mental health and wellbeing of our employees. Australian Vintage's efforts in this area have been recognised through winning The Drinks Association's 2023 Most Improved Gender Equity Award.

Our approach to remuneration ensures that building an inclusive and diverse workplace is at the forefront of all our people decisions. We recognise that having an inclusive workplace is essential for the sustainability of our business and, in turn, drives shareholder return. The result of building an inclusive workplace is now showing within our employee engagement score which is driving discretionary effort from employees and business performance.

Australian Vintage's holistic approach to remuneration is well understood throughout the business, motivating and inspiring our Executive and their teams to drive long term business results. Linking Executive remuneration to a balanced scorecard keeps the Executive focussed on driving long term value and shareholder returns.

In FY23 Australian Vintage continued to ensure we have an aligned executive pay structure which relies on achieving our Long-Term strategic goals, enhancing cultural alignment, and ensuring consistency and commitment to employee engagement and diversity. This year we instigated a number of market leading employee benefits including additional loyalty leave, work from anywhere, expanded personal leave for mental health days, birthday leave and two volunteer days per annum. We have also been working hard on reducing the gender pay gap across the workforce and are pleased that we have reduced this from 9% in 2022 to 4% in 2023. We recognise that we are on a journey and looking forward to reducing this gap to nil in the future. All of AVG's investment into our people and strategies set us up to achieve our long-term sustainability goals across our ESG, people and social pillars and are aligned with shareholder interests.

Across the business consistency and performance is measured through a balanced scorecard approach. The scorecard is an Executive KPI measure which aligns directly to the Long-Term Strategy and puts the consumer at the heart of everything we do. This KPI Balanced Scorecard comprises of specific performance measures on – Behaviours & Engagement, Safety, EBITs, ROCE, Branded Growth & Innovation, and long-term sustainability.

Vision, Purpose, Values & Behaviours

AVGs behavioural framework is an integral part of the remuneration structure for all employees. Enabling behaviours are ingrained throughout the organisation and set a standard for the way in which all employees operate and behave daily. This framework forms part of the annual performance review with behaviours a gateway to any salary or bonus payments. Key principles of the behavioural gateway are;

- If an employee scores below satisfactory on their behavioural assessment, they will not be eligible for a salary increase or a bonus payment
- If an employee scores below satisfactory on their behavioural assessment, they will be provided with the support and tools to improve their behaviours
- The executive team have a higher threshold of maintaining strong performance on their behavioural assessment, they are expected to be role models in their behaviour

Remuneration report (continued)

These AVG behaviours underpin the corporate strategy and form the foundation of our engaged and achievement focussed culture;

OUR VISION

To be the first choice for every occasion

OUR PURPOSE

Make the world a smaller place through sharing good times

OUR VALUES

Working Collaboratively

We know and do what is right, we work together, and we care about each other and our consumers

Innovative

We create and we evolve

Nimble & Responsive

We are efficient and we are agile

Empowered

We embrace opportunities to contribute and we are trusted

Integrity

We act with integrity, always being honest and doing what we know is right by our colleagues & our customers.

Respect

We respect our colleagues as equal no matter what their role in the business. We value diversity & differences.

Courage

We show courage, stepping up to address difficult issues, saying what needs to be said.

Collaboration

We collaborate, always putting team AVG first. Supporting each other, building partnerships, and working with others to meet shared objectives.

Resilience

We show resilience. Rebounding from setbacks and adversity when facing difficult situations.

Trust

We build successful relationships with our customers and each other because we trust each other.

OUR MISSION

We put the consumer at the heart of everything we do

Remuneration report (continued)

Key Remuneration Objectives and Principles

Remuneration objectives and principles with respect to both the Chief Executive Officer and Executive compensation are as follows:

1. To provide a fair and reasonable remuneration structure for all employees
2. To provide attractive rewards and incentives to retain key individuals
3. To link senior executive rewards to accretion in shareholder wealth
4. The remuneration strategy must be easily understood by the Board, management and shareholders and must:
 - a) Reinforce organisation strategy and the objectives of the five-year plan
 - b) Facilitate corporate values and behaviours identified as core to the culture
 - c) Be proactive and dynamic so as to reflect changes in trends and future business opportunities

Key Management Personnel for the year comprised:

Name	Position	Dates
Non-executive Directors		
Richard Davis	Chairman	Full Year
John Davies	Non-executive Director	Full Year
Naseema Sparks	Non-executive Director	Full Year
Peter Perrin	Non-executive Director	Full Year
Jiang Yuan	Non-executive Director	Resigned 11th August 2022
Executives		
Craig Garvin	Chief Executive Officer ('CEO')	Full Year
Adam Rigano	Chief Financial Officer ('CFO')	Full Year
Julian Dyer	Chief Operating Officer, UK, Europe, Americas	Full Year
Thomas Jung	Operations Director	Full Year
Jeff Howlett	General Manager – Australia and New Zealand	Full Year
Tom Dusseldorp	Chief Marketing Officer	Appointed 9th January 2023

For the purpose of the disclosure Key Management Personnel (KMP) are defined as an individual who is responsible for strategic planning, management and performance of a division or function and reports directly to the Chief Executive Officer.

People, Remuneration & Culture Committee and Director Compensation

The People, Remuneration & Culture Committee reviews the fee levels for Non-Executive Directors from time-to-time utilising appropriate remuneration benchmark data from comparable Australian ASX listed companies of similar size as a guide to independent market levels of remuneration such positions attract. Shareholders have approved a pool of funds up to \$600,000 per annum to compensate all Non-Executive Directors remuneration for their ordinary services as Directors.

The current level of Non-Executive Director compensation sits comfortably within the pool of funds approved by the Shareholders.

The compensation for Non-Executive Directors reflects the time spent by Non-Executive directors on board sub-committees and is allocated as follows:

Position	Base Fee \$
Board Chair	120,000
Committee Chair Fee	20,000
Committee Member Fee	10,000
Non-Executive Director Fee	50,000

Remuneration report (continued)

Remuneration Components for CEO and Key Management Personnel

The People, Remuneration & Culture Committee reviews the compensation package for the Chief Executive Officer on an annual basis and makes applicable remuneration changes and variable incentive recommendations to the Board for approval.

The Chief Executive Officer reviews the compensation packages of all other Executives and makes recommendations to the People, Remuneration & Culture Committee for approval.

Compensation packages are reviewed and determined with due regard to the position's scope, key functions, and current market rates. They are benchmarked against comparable industry salaries, as well as utilising appropriate remuneration benchmark data from comparable Australian ASX listed companies of similar size as a guide. Remuneration packages are set at levels that are intended to attract and retain executives capable of managing the consolidated entity's diverse operations.

The below represents a target pay mix for the Chief Executive Officer and other Executives.

EXECUTIVE TOTAL REWARD FRAMEWORK		
Fixed Remuneration	At Risk Remuneration	
50% for CEO & CFO 60% for other Executive	Variable Cash Incentive	Deferred Equity Incentive
Comprises: - Cash salary (base); - Salary sacrificed items; - Company motor vehicles; - Allowances; and - Employer superannuation contributions in line with statutory obligations.	A Variable Cash Incentive targeting: 25% of Total Remuneration for the CEO & CFO 20% of Total Remuneration for other Executives	A deferred equity incentive scheme targeting: 25% of Total Remuneration for the CEO & CFO 20% of Total Remuneration for other Executives.

Remuneration Components

The Chief Executive Officer and other KMP compensation packages consist of the below three components:

- Fixed Remuneration
- Variable Cash Incentive
- Deferred Equity Incentive

1. Fixed Remuneration

This component is not performance linked and generally consists of salary, motor vehicle, wine allowance and post-employment superannuation entitlement (where applicable). The base amount for the CEO is reviewed annually by the People, Remuneration & Culture Committee. The base amount for other Executives is reviewed by the CEO, who makes recommendations to the People, Remuneration & Culture Committee for approval. Any adjustments made during the year will either be as a result of market rate changes in order for the Company to remain competitive or to reflect any changes in level of responsibility. The CEO will receive a 2.5% increase to his base salary for the coming financial year, consistent with the company's 2.5% average increase pool for the year.

2. Variable Cash Incentive

Variable Cash incentive payments take into account the extent to which specific financial, operating and cultural targets are achieved during the financial year. The targets consist of a number of key performance indicators driven from the balances scorecard (KPIs) covering both financial and non-financial measures of performance. Non-financial measures include items such as safety and employee engagement, as well as related organisational behaviours that impact culture and performance.

Annual targets are agreed between the Board, CEO and executives. The structure of all KPI's is driven from the company's balanced scorecard and is structured on the following page.

Remuneration report (continued)

2. Variable Cash Incentive (continued)

Balanced Scorecard

KPI	CEO / CFO Weighting	KMP Weighting
Employee Engagement Achieve company employee engagement target of 69%	10%	10%
Safety Achieve company LTIFR of 8 or less & TRIFR of 36 or less	10%	10%
Financial EBITS (% of sales)	60%	20%
ROCE % Achieve company return on capital employed	10%	20%
Branded Growth %	5%	10%
Business unit specific deliverables	N/A	20%
ESG Embed ESG across business	5%	10%

Performance is measured against targets for EBITs (Earnings before interest, tax and Self-Generating and Regenerating Assets income (SGARA)) and ROCE ("Return on Capital Employed"). Company Performance is set at a minimum of 90% achievement of the financial year budget and is the first gate to determine the incentive opportunity to be made available for individual assessment. The People, Remuneration & Culture Committee may, from time to time, elect to make exceptions to this principle in the event of extraordinary circumstances and in the circumstances where an incentive payment may support retention of critical talent. No exceptions have been exercised by the People, Remuneration & Culture Committee to the payment of incentives this financial year.

Due to the organisation's ability to exceed its financial year budget, the Variable Cash incentive can be assessed to a maximum of 120% achievement. Objectives KPIs are determined annually as follows:

- **Chief Executive Officer** – by the People, Remuneration & Culture Committee and approved by the Board, following consultation with the CEO
- **Key Management Personnel** – by the CEO and approved by the People, Remuneration & Culture Committee, following consultation with each Executive member

For the purpose of determining eligibility for payment of variable cash incentives, corporate financial and behavioural objectives as well as individual performance is assessed against set performance targets agreed each year. The table below shows the maximum Variable Cash Incentive payments for FY22, the breakdown between financial and operational key performance indicator targets and the actual percentage of the maximum Variable Cash incentive achieved:

	2023 Minimum Variable Cash \$	2023 Maximum Variable Cash ⁽¹⁾ \$	Key Performance Targets			2023 % Of Maximum Granted
			Financial	People & Safety	Operational/ Brands	
Craig Garvin	0	420,000	70%	20%	10%	25%
Adam Rigano	0	158,400	70%	20%	10%	25%
Julian Dyer	0	168,054	40%	20%	40%	47%
Thomas Jung	0	126,386	40%	20%	40%	37%
Jeff Howlett	0	131,982	40%	20%	40%	52%
Tom Dusseldorp ⁽²⁾	0	59,400	30%	20%	50%	56%

(1) Maximum variable cash opportunity is based on achievement of 120% of financial target.

(2) Prorated based on appointment on 9th January 2023

Executive performance was not paid out at 100% due to performance against the balanced scorecard falling below target on financial metrics. All other balanced scorecard metrics were successfully achieved. After a challenging year with hyperinflation, Ukraine war impacting input and output costs, and aggressive competition the Board did not award on the financial metrics.

Remuneration report (continued)

3. Overall Company Performance (reported)

The overview of company performance over the last five years is highlighted in the table below:

FINANCIAL YEAR ENDED 30 JUNE 2023	2019	2020	2021	2022	2023
EBITS performance (A\$m)	21.7	21.0	31.2	28.8	17.3
Earnings per share (cents)	2.9	3.9	7.0	6.9	1.6
Dividends paid per share (cents)	1.5	2.0	2.7	3.4	-
Franked (%)	100%	63%	60%	60%	N/A
Return on capital employed (%)	4.3	4.5	7.5	6.5	4.2

4. Deferred Equity Scheme

Deferred Equity Scheme

From 1st July 2020, an earnings per share ('EPS') target was introduced to better align key management incentives with that of shareholder return.

The Deferred Equity has 2 components:

- 50% based on a 3 year earnings per share EPS compound annual growth return ('CAGR') target. If the target is met the Share Rights will be converted to shares and there will be no escrow period. The target 3 year EPS CAGR for the issue of Share Rights is –

	EPS CAGR Target FY23 Issued
Minimum (90% target achieved)	10.6%
At 100%	11.8%
Maximum (120% target achieved)	14.1%

- 50% based on Capital Employed (ROCE), with shares issued held in escrow for a 3 year period. ROCE is calculated as EBITs as a percentage of capital employed at 30th June 2023. The target ROCE and actual ROCE achieved are –

	ROCE Target FY23 Issued
Minimum (90% target achieved)	6.6%
At 100%	7.3%
Maximum (120% target achieved)	8.8%

	Actual ROCE FY23 \$M
EBITS	17.3
Capital Employed	414.4
ROCE	4.2%

- All other terms and conditions of the Deferred Equity Scheme remain unchanged (refer next section details).

There were 2,648,996 (FY22: 1,445,777) Performance Rights issued in the Deferred Equity Incentive scheme during the year. These Rights were based on the achievement of 120% of the targets. For 2023 the reported ROCE was 4.2%, and as a result no shares will be purchased on market. For 2022, the ROCE was 6.5%, and as a result 548,189 shares were purchased on market. The rights subject to a 3-year EPS CAGR target to 30 June 2023 have also not met the minimum target and no shares will be purchased on market.

Over the next 5 years, and subject to normal agricultural risks and the macro-environment, the target ROCE is expected to increase to double digit returns.

It is planned that the shares will be purchased on market. However, this will be a year by year decision based on future cash flow projections. The Board will have discretion to release the shares from escrow, if for example, an Executive is classified a good leaver. Dividends received from the shares will be paid to the Executives progressively.

Remuneration report (continued)

4. Deferred Equity Scheme (continued)

Certain conditions apply to the issue of the incentives as follows:

- No retesting – there will be no retest applied to the Deferred Equity award other than if a bad leaver.
- Bad Leaver – In the case of a bad leaver, no shares will be transferred. The shares will remain in the Trust to be used in future Deferred Equity awards.
- Clawback – there will be no clawback unless specifically stated.
- Control Event – the Board has the discretion to determine the treatment of any award on a change of control event. If a change of control event occurs during the 12 month performance period, Executives will receive at least a pro-rata payment of the total award.
- Cessation of Employment – should an executive resign or be terminated during a performance period, no automatic award will be provided. AVG will have regard to performance against target and the performance period elapsed in determining any award.

Key Management Personnel equity, option and performance rights

As at the date of this report, Key Management Personnel hold the following performance rights and options:

KMP	Year	Rights granted during year No.	Exercise price (\$)	Award date	Vesting date	Fair value of right award (\$)	Expiry date	Vested during the year No.	Lapsed during the year No.
Craig Garvin	2021	396,976 ⁽²⁾	N/A	10 December 2020	30 September 2023	0.56	31 October 2023	-	-
	2022	-	N/A	25 February 2022	30 September 2022	0.72	31 October 2022	188,886	60,195
	2022	249,080	N/A	25 February 2022	30 September 2024	0.67	31 October 2024	-	-
	2023	324,709 ⁽¹⁾	N/A	8 December 2022	30 September 2023	0.59	31 October 2023	-	-
	2023	324,709	N/A	8 December 2022	30 September 2025	0.54	31 October 2025	-	-
Adam Rigano	2023	170,573 ⁽¹⁾	N/A	8 December 2022	30 September 2023	0.59	31 October 2023	-	-
	2023	170,573	N/A	8 December 2022	30 September 2025	0.54	31 October 2025	-	-
Julian Dyer	2021	141,751 ⁽²⁾	N/A	10 December 2020	10 December 2020	0.56	31 October 2023	-	-
	2022	-	N/A	25 February 2022	30 September 2022	0.72	31 October 2022	78,559	25,036
	2022	103,594	N/A	25 February 2022	30 September 2024	0.67	31 October 2024	-	-
	2023	134,996 ⁽¹⁾	N/A	8 December 2022	30 September 2023	0.59	31 October 2023	-	-
	2023	134,996	N/A	8 December 2022	30 September 2025	0.54	31 October 2025	-	-
Thomas Jung	2018	-	0.39	20 December 2017	31 August 2020	0.12	1 November 2022	-	180,000
	2021	114,216 ⁽²⁾	N/A	10 December 2020	10 December 2020	0.56	31 October 2023	-	-
	2022	-	N/A	25 February 2022	30 September 2022	0.72	31 October 2022	68,515	21,835
	2022	90,350	N/A	25 February 2022	30 September 2024	0.67	31 October 2024	-	-
	2023	148,376 ⁽¹⁾	N/A	8 December 2022	30 September 2023	0.59	31 October 2023	-	-
	2023	148,376	N/A	8 December 2022	30 September 2025	0.54	31 October 2025	-	-
Jeff Howlett	2021	82,090 ⁽²⁾	N/A	10 December 2020	10 December 2020	0.56	31 October 2023	-	-
	2022	-	N/A	25 February 2022	30 September 2022	0.72	31 October 2022	60,588	19,309
	2022	79,897	N/A	25 February 2022	30 September 2024	0.67	31 October 2024	-	-
	2023	154,931 ⁽¹⁾	N/A	8 December 2022	30 September 2023	0.59	31 October 2023	-	-
	2023	154,931	N/A	8 December 2022	30 September 2025	0.54	31 October 2025	-	-
TOTAL		3,125,124						396,548	306,375

(1) Performance rights issued subject to the FY23 ROCE target. This target was not met and as a result no shares will be purchased and these rights will lapse.

(2) Performance rights issued subject to the CAGR EPS target to 30th June 2023. This target was not met and as a result no shares will be purchased and these rights will lapse in FY24.

Remuneration report (continued)

Key Management Personnel equity, option and performance rights (continued)

Fully paid ordinary shares issued by Australian Vintage Ltd and held by key management personnel are as follows:

	Balance @ 1/7/22 No.	Shares purchased from rights No.	Received on exercise of options No.	Net other change No.	Balance @ 30/6/23 No.	Balance held nominally No.
Non-executive Directors						
Richard H Davis	225,814	-	-	-	225,814	-
John Davies	700,000	-	-	-	700,000	-
Naseema Sparks	77,878	-	-	-	77,878	-
Peter Perrin	264,057	-	-	-	264,057	-
Jiang Yuan	35,149,974	-	-	(35,149,974) ⁽¹⁾	-	-
Executives						
Craig Garvin	1,052,361	188,886	-	-	1,241,247	-
Adam Rigano	-	-	-	-	-	-
Julian Dyer	623,424	78,559	-	-	701,983	-
Thomas Jung	270,968	68,515	-	-	339,483	-
Jeff Howlett	125,770	60,588	-	-	186,358	-
Tom Dusseldorp	-	-	-	-	-	-
	38,490,246	396,548	-	(35,149,974)	3,736,820	-

(1) Reflects recognition that Jing Yuan resigned as a Director on 11th August 2022 and as such shares attributed to Jing Yuan are no longer recognised as a Director holding

Balances include shares held in trust under escrow.

Performance Rights and Options issued by Australian Vintage Ltd and held by key management personnel are as follows:

	Bal. @ 1/7/22 No.	Granted as remuneration No.	Exercised No.	Expired/ Cancelled ⁽¹⁾	Bal. @ 30/6/23 No.	Bal. vested @ 30/6/23 No.	Vested but not exercis- able No.	Vested and exercis- able No.	Vested during the year No.
Craig Garvin	895,137	649,418	(188,886)	(60,195)	1,295,474	-	-	-	249,081
Adam Rigano	-	341,146	-	-	341,146	-	-	-	-
Michael Noack	173,186	-	-	(173,186)	-	-	-	-	-
Julian Dyer	348,940	269,993	(78,559)	(25,036)	515,338	-	-	-	103,595
Thomas Jung	474,916	296,753	(68,515)	(201,835)	501,319	-	-	-	90,350
Jeff Howlett	241,884	309,862	(60,588)	(19,309)	471,849	-	-	-	79,897
Tom Dusseldorp	-	-	-	-	-	-	-	-	-
	2,134,063	1,867,172	(396,548)	(479,561)	3,125,126	-	-	-	522,923

(1) Includes performance rights that have been cancelled driven by performance outcomes in prior years

Remuneration report (continued)

Key Management Personnel Remuneration

The following table discloses the remuneration on statutory basis for Key Management Personnel of the Company:

2023	SHORT-TERM BENEFITS			POST EMPLOYMENT		SHARE BASED PAYMENTS			TOTAL	
	Salary & Fees \$	Bonus \$	Non-Monetary ^(a) \$	Super-annuation \$	Other \$	Cash Settled \$	Equity Settled Options ^(b) \$	Equity Settled Shares \$	Performance Related \$	Related %
Non-Executive directors										
Richard Davis	125,455	-	2,000	13,173	-	-	-	-	140,628	0%
John Davies	70,909	-	2,000	7,445	-	-	-	-	80,354	0%
Naseema Sparks	70,909	-	2,000	7,445	-	-	-	-	80,354	0%
Peter Perrin	70,909	-	2,000	7,445	-	-	-	-	80,354	0%
Jiang Yuan ^(c)	7,930	-	-	388	-	-	-	-	8,318	0%
Sub-total	346,112	-	8,000	35,896	-	-	-	-	390,008	0%
Executives										
Craig Garvin	712,941	103,371	1,500	27,500	-	-	-	146,135	991,447	25%
Adam Rigano	465,224	38,986	1,500	24,265	-	-	-	-	529,975	7%
Julian Dyer	428,899	79,793	2,203	9,813	-	-	-	55,979	576,687	24%
Jeff Howlett	366,619	68,925	26,500	34,495	-	-	-	37,576	534,115	20%
Thomas Jung	379,340	46,905	22,139	29,485	-	-	-	46,888	524,757	18%
Tom Dusseldorp ^(d)	158,750	33,333	750	16,669	-	-	-	-	209,502	16%
Sub-total	2,511,773	371,313	54,592	142,227	-	-	-	286,578	3,366,483	29%
TOTAL	2,857,885	371,313	62,592	178,123	-	-	-	286,578	3,756,491	18%

(a) Non-monetary items include provision of motor vehicle, insurance and wine benefits and applicable fringe benefits tax.

(b) Amortisation of share rights and options granted over the vesting period.

(c) Resigned 11th August 2022

(d) Appointed 9th January 2023

2022	SHORT-TERM BENEFITS			POST EMPLOYMENT		SHARE BASED PAYMENTS			TOTAL	
	Salary & Fees \$	Bonus \$	Non-Monetary ^(a) \$	Super-annuation \$	Other \$	Cash Settled \$	Equity Settled Options ^(b) \$	Equity Settled Shares \$	Performance Related \$	Related %
Non-Executive directors										
Richard Davis	125,455	-	2,000	12,545	-	-	-	-	140,000	0%
John Davies	70,909	-	2,000	7,091	-	-	-	-	80,000	0%
Naseema Sparks	70,909	-	2,000	7,091	-	-	-	-	80,000	0%
Peter Perrin	70,909	-	2,000	7,091	-	-	-	-	80,000	0%
Jiang Yuan	47,817	-	-	2,391	-	-	-	-	50,208	0%
Sub-total	385,999	-	8,000	36,209	-	-	-	-	430,208	0%
Executives										
Craig Garvin	674,491	331,665	1,200	27,500	-	-	-	104,575	1,139,431	38%
Adam Rigano	124,346	34,612	300	12,435	-	-	-	-	171,693	20%
Michael Noack	288,941	78,296	60,346	18,610	-	-	-	35,592	481,785	24%
Julian Dyer	419,678	132,345	-	9,868	-	-	-	38,694	600,585	29%
Jeff Howlett	335,664	97,194	26,200	33,567	-	-	-	24,245	516,870	29%
Thomas Jung	346,670	97,331	21,839	27,500	-	-	-	31,813	525,153	25%
Sub-total	2,189,790	771,443	109,885	129,480	-	-	-	234,919	3,435,517	29%
TOTAL	2,575,789	771,443	117,885	165,689	-	-	-	234,919	3,865,725	26%

(a) Non-monetary items include provision of motor vehicle, insurance and wine benefits and applicable fringe benefits tax.

(b) Amortisation of share rights and options granted over the vesting period.

Remuneration report (continued)

Service Agreements of Key Management Personnel

Compensation and other terms of employment for Key Management Personnel (excluding Non-Executive Directors) are formalised in service agreements or letters of appointment. Termination benefits disclosed below do not apply in cases of misconduct or other specified circumstances.

Craig Garvin

- (i) Term of agreement – no specified term.
- (ii) Compensation includes:
 - a. Base salary, superannuation and wine allowance.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Garvin's employment is terminated by the Company, the Company must pay the equivalent of 6 months total remuneration (excluding Variable Cash incentive). Mr Garvin may resign by providing 6 months written notice to the Company or a lesser period as agreed by the company.

Adam Rigano

- (i) Term of agreement - no specified term.
- (ii) Compensation includes:
 - a. Base salary, superannuation and wine allowance.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Rigano's employment is terminated by the company, the Company may restrain Mr Rigano from working for a Business in Competition/Company customer for a period of up to 3 months. The Company will pay Base Salary for the period in which the restraint is enforced. Mr Rigano may resign by providing 3 months written notice to the Company or a lesser period as agreed by the company.

Julian Dyer

- (i) Term of agreement - no specified term.
- (ii) Compensation includes:
 - a. Base salary and United Kingdom pension payment.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Dyer's employment is terminated by the Company, the Company may restrain Mr Dyer from working for a Business in Competition/Company customer for a period of up to 3 months. The Company will pay Base Salary for the period in which the restraint is enforced. Mr Dyer may resign by providing 6 months written notice to the Company or a lesser period as agreed by the company.

Remuneration report (continued)

Jeff Howlett

- (i) Term of agreement - no specified term.
- (ii) Compensation includes:
 - a. Base salary, superannuation and wine allowance.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Howlett's employment is terminated by the Company, the Company may restrain Mr Howlett from working for a Business in Competition/Company customer for a period of up to 3 months. The Company will pay Base Salary for the period in which the restraint is enforced. Mr Howlett may resign by providing 3 months written notice to the Company or a lesser period as agreed by the company.

Thomas Jung

- (i) Term of agreement - no specified term.
- (ii) Compensation includes:
 - a. Base salary, superannuation, motor vehicle allowance and wine allowance.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Jung's employment is terminated by the Company, the Company may restrain Mr Jung from working for a Business in Competition/Company customer for a period of up to 3 months. The Company will pay Base Salary for the period in which the restraint is enforced. Mr Jung may resign by providing 3 months written notice to the Company or a lesser period as agreed by the company.

Tom Dusseldorp

- (i) Term of agreement - no specified term.
- (ii) Compensation includes:
 - a. Base salary, superannuation, motor vehicle allowance and wine allowance.
 - b. Variable Cash incentive - entitlement to a bonus subject to certain key performance criteria. Key performance criteria include defined financial (including company profitability), commercial and behavioural targets.
 - c. Deferred Equity - entitlement to an issue of Performance Rights. The Performance Rights are subject to meeting set ROCE and are subject to certain conditions.
- (iii) If Mr Dusseldorp's employment is terminated by the Company, the Company may restrain Mr Dusseldorp from working for a Business in Competition/Company customer for a period of up to 3 months. The Company will pay Base Salary for the period in which the restraint is enforced. Mr Dusseldorp may resign by providing 3 months written notice to the Company or a lesser period as agreed by the company.

This Remuneration Report (for the year ended 30 June 2023) has been prepared in accordance with section 300A of the Corporations Act 2001 and the Corporations Regulations 2001 and has been audited.

Non-audit services

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Audit Committee, in conjunction with the Chief Financial Officer, assesses the provision of non-audit services by the auditors to ensure that the auditor independence requirements of the Corporations Act 2001 in relation to the audit are met.

Details of amounts paid or payable to the auditor for non-audit services provided during the year by the auditor are outlined in note 22 to the financial statements.

The directors are of the opinion that the services as disclosed in note 22 to the financial statements do not compromise the external auditor's independence, based on advice received from the Audit Committee, for the following reasons:

- All non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor, and
- none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Auditors' independence declaration

The Auditors independence declaration is included on page 55.

Indemnification of officers and auditors

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company (as named previously), the Company Secretaries and all Executive Officers of the Company and of any related Body Corporate against a liability incurred as a Director, Secretary or Executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium. The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

Rounding off of amounts

The Company is a company of the kind referred to in ASIC Corporations (Rounding in Financial / Directors Reports) instrument 2016/191, dated 24 March 2016, and in accordance with that Corporations Instrument, amounts in the Directors' Report and the Financial Report have been rounded off to the nearest thousand dollars, unless otherwise indicated.

Subsequent events

There have been no other matters or circumstances, other than that referred to in note 27 to the financial statements, that have arisen since the end of the financial year, that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Signed in accordance with a resolution of the Directors made pursuant to section 298(2) of the Corporations Act 2001.

On behalf of the Directors



RICHARD DAVIS
Chairman
25 August 2023



CRAIG GARVIN
Chief Executive Officer
25 August 2023



Ernst & Young
121 King William Street
Adelaide SA 5000 Australia
GPO Box 1271 Adelaide SA 5001

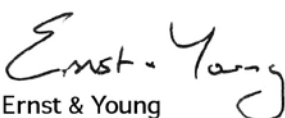
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Auditor's Independence Declaration to the Directors of Australian Vintage Limited

As lead auditor for the audit of the financial report of Australian Vintage Limited for the financial year ended 30 June 2023, I declare to the best of my knowledge and belief, there have been:

- a) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b) No contraventions of any applicable code of professional conduct in relation to the audit; and
- c) No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Australian Vintage Limited and the entities it controlled during the financial year.


Ernst & Young


Mark Phelps
Partner
Adelaide
25 August 2023



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Independent Auditor's Report to the Members of Australian Vintage Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Australian Vintage Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2023 and of its consolidated financial performance for the year ended on that date; and
- b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.



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Impairment of Intangibles

Why significant	How our audit addressed the key audit matter
The Group holds \$37.7m of goodwill and \$7.2m of other intangible assets at 30 June 2023. As required by Australian Accounting Standards, the Group assesses whether there is any indication that assets may be impaired and tests goodwill and other indefinite life intangibles for impairment at least annually. As disclosed in Note 12, the Group has performed its impairment test of assets, including goodwill and other intangible assets to determine the recoverable amount of its individual cash generating units (CGUs). For impairment testing purposes, the Group uses assumptions in respect of future market and economic conditions including economic growth, exchange rates, demographic developments, revenue and terminal growth rates, margin development and applicable discount rates. Key assumptions relating to the impairment test are disclosed in Note 12 to the consolidated financial statements. Given the high level of management judgement in the impairment assessment, and the size of the amounts involved, we considered this to be a key audit matter.	Our audit procedures included the following: ➤ Assessed management's determination of CGU's. ➤ Agreed the projected cash flows to the Board approved five-year plan and budget. ➤ Tested the mathematical accuracy of the cash flow models. ➤ Assessed the historical accuracy of management's budgeting process. ➤ Involved our valuation specialists to assess the key input assumptions, such as discount and terminal growth rates used in the Value in Use (VIU) models for the CGUs. This included comparison to external sources and comparable companies where possible. ➤ Compared the recoverable amount calculated within the VIU models to the carrying value recorded at 30 June 2023 and assessed the allocation of assets to the individual CGUs. ➤ Performed sensitivity analysis on key assumptions including discount rates, terminal growth rates and cashflow forecasts for each of the Group's CGUs. ➤ Assessed the adequacy and completeness of the disclosures in Note 10 and 12 based on the requirements of the Australian Accounting Standards.



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Valuation of Inventory

Why significant	How our audit addressed the key audit matter
The Group holds \$217.1m of inventory at 30 June 2023. The valuation of inventories of finished goods and work in progress includes inherently subjective judgements about grape harvests, forecast future demand and estimates of forecast market prices at the time the grapes are harvested and wine is expected to be sold. Refer to Note 8 for disclosure of the Group's accounting policy. We focus our audit procedures on assessing the judgements contained in the valuation models including: ➤ The estimated market value of harvested grapes and allocation of costs over the period of time between the grape harvest and conversion from bulk wine to bottled wine ready for sale ('vintage costing'). ➤ The forecast demand and market sales prices are influenced by the fundamentals of the global wine industry including fluctuations in demand and supply and other factors that impact agricultural outputs. This includes the large supply/quality of Australian red grapes in the current year. These factors influence the Group's determination of the most likely market and conditions in determining estimated net realisable value. ➤ A key indicator for at-risk inventory values, including finished goods and bulk wine is the identification of current slow-moving inventory. These can signal changes in consumer demand patterns or potential oversupply issues within the market which may impact forecast future prices. Given the high level of management judgement in the valuation of inventory, and the size of the amounts involved, we considered this to be a key audit matter.	Our audit procedures included the following: ➤ Assessed the reasonableness of management's assumptions in respect of the determination of market value at the time of harvest and allocation of costs over the vintage period. ➤ Tested the mathematical accuracy of the vintage costing model and calculations. ➤ Performed year-end counts of a sample of inventory items in significant locations, which included observing the process of identifying slow moving and potentially obsolete inventory. ➤ Assessed the operating effectiveness of the relevant controls in place relating to the Group's identification of slow moving and obsolete inventories. ➤ Tested the net realisable value of inventory at year end through comparing inventory value against sales performance. ➤ Assessed the adequacy of the disclosures in Note 8 based on the requirements of Australian Accounting Standards.



Sale and Leaseback of Vineyards

Why significant	How our audit addressed the key audit matter
In December 2022, The Group entered into a contract to sell and leaseback the Coldridge and Grande Junction vineyard assets and associated water rights "(vineyard assets)", for a combined value of \$62.5m. Settlement was completed during the financial year ended 30 June 2023. As noted in Note 11 to the financial statements, this resulted in the recognition of a \$15.7m gain on sale and leaseback of the vineyard assets in the statement of profit and loss, the recognition of a lease liability of \$33.2m and Right of Use (ROU) Asset of \$14.4m. The calculation and recognition of the gain on sale and leaseback of vineyard assets at 30 June 2023 involves: ➤ Judgement in the assessing whether a disposal of the assets has occurred in accordance with the requirements of Australian Accounting Standards. ➤ The identification of assets subject to the sale and leaseback. ➤ Assessing the value of the ROU Asset and Lease Liability to be recognised. This was considered to be a key audit matter due to the value of the transaction and the judgements involved as referred to above.	Our audit procedures included the following: ➤ Reviewed the executed sale agreement to understand the terms and conditions of the transaction and assessed whether the accounting treatment appropriately reflected the sale agreement. ➤ Agreed settlement proceeds from the sale of vineyard assets to supporting evidence, including bank statements. ➤ Considered third party appraisals of the value of the vineyard assets in assessing fair value. ➤ Assessed the Group's accounting treatment for the sale and leaseback of vineyard assets for compliance with Australian Accounting Standards and recalculated the gain on sale. ➤ Assessed whether a disposal of vineyard assets had occurred, taking into account the respective rights and obligations of each party subject to the transaction, as outlined in the executed sale agreement. ➤ Assessed the ROU Asset and Lease Liability calculations relating to the leaseback of vineyard assets for consistency with AASB 16. ➤ Involved our Australian Accounting Standard specialists in performing these procedures where appropriate. ➤ Assessed the adequacy of the disclosures in Note 11 based on the requirements of Australian Accounting Standards.



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Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2023 annual report other than the financial report and our auditor's report thereon. We obtained the directors' report that is to be included in the annual report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the annual report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 43 to 53 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Australian Vintage Limited for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in black ink, appearing to read 'Ernst & Young', is positioned above the printed name 'Ernst & Young'.

Ernst & Young

A handwritten signature in black ink, appearing to read 'Mark Phelps', is positioned above the printed name 'Mark Phelps'.

Mark Phelps
Partner
Adelaide
25 August 2023

Directors' declaration

The Directors declare that:

- (a) In the Directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
- (b) the attached financial statements are in compliance with International Financial Reporting Standards as stated in note 1 to the financial statements;
- (c) In the Directors' opinion, the attached Financial Statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving true and fair view of the financial position and performance of the consolidated entity; and
- (d) The Directors' have been given the declarations required by s.295A of the Corporations Act 2001.

At the date of this declaration, the Company is within the class of companies affected by *ASIC Corporations (wholly owned companies) Instrument 2016/78*. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the Director's opinion, there are reasonable grounds to believe that the Company and the companies to which the *ASIC Corporations (wholly owned companies) Instrument 2016/785* applies, as detailed in note 24 to the Financial Statements will, as a group, be able to meet any obligations or liabilities to which they are or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors



RICHARD DAVIS
Chairman
25 August 2023



CRAIG GARVIN
Chief Executive Officer
25 August 2023

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2023 Financial Report

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

Consolidated statement of profit or loss and other comprehensive income	65
Consolidated statement of financial position	66
Consolidated statement of changes in equity	67
Consolidated statement of cash flows	68

Notes to the Financial Statements

Note 1: About this report	69
Note 2: Segment information	70
Note 3: Revenue and expenses	72
Note 4: Income taxes	73
Note 5: Earnings per share	75
Note 6: Notes to the cash flow statement	75
Note 7: Trade and other receivables	76
Note 8: Inventories	76
Note 9: Property, plant and equipment	77
Note 10: Goodwill and other intangible assets	78
Note 11: Leases	79
Note 12: Impairment testing	81
Note 13: Trade and other payables	82
Note 14: Provisions	82
Note 15: Borrowings	83
Note 16: Other financial assets and liabilities	83
Note 17: Share capital	84
Note 18: Dividends	84
Note 19: Reserves	84
Note 20: Key management personnel compensation	84
Note 21: Executive performance rights and share option plan	85
Note 22: Remuneration of auditors	86
Note 23: Contingent liabilities	86
Note 24: Subsidiaries	87
Note 25: Related party transactions	87
Note 26: Financial risk management	88
Note 27: Events after the reporting period	94
Note 28: Parent Entity	94

Consolidated statement of profit or loss and other comprehensive income

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

	NOTE	2023 \$'000	2022 \$'000
Revenue	3	258,557	260,099
Cost of sales		(183,448)	(174,752)
Gross Profit		75,109	85,347
Fair value loss on grapes		(12,448)	(1,428)
Other income	3	18,110	3,515
Distribution expenses		(17,552)	(15,171)
Sales expenses		(25,126)	(23,821)
Marketing expenses		(15,176)	(11,648)
Administration expenses		(9,151)	(9,437)
Finance costs	3	(4,547)	(2,688)
Other expenses	3	(8,963)	-
Profit before tax		256	24,669
Income tax benefit / (expense)	4	3,753	(7,336)
Net Profit for the year		4,009	17,333
Other comprehensive income , net of income tax:			
<i>Items that may be subsequently classified to profit or loss:</i>			
Net change in fair value of hedging instruments		(4,355)	1,657
Exchange differences arising on translation of foreign operations		109	(53)
Other comprehensive profit / (loss) for the year, net of income tax		(4,246)	1,604
Total comprehensive income for the year		(237)	18,937
Earnings Per Share:			
Basic (cents per share)	5	1.6	6.9
Diluted (cents per share)	5	1.6	6.9

The above consolidated statement of profit or loss and other comprehensive income should be read along with the accompanying notes.

Consolidated statement of financial position

AS AT 30 JUNE 2023

	NOTE	2023 \$'000	2022 \$'000
Current Assets			
Cash and cash equivalents	6	6,900	2,548
Trade and other receivables	7	43,385	44,826
Inventories	8	182,038	179,822
Other financial assets	16	-	1,595
Total Current Assets		232,323	228,791
Non-Current Assets			
Inventories	8	35,110	42,621
Other financial assets	16	3,140	5,224
Property, plant and equipment	9	99,156	114,445
Goodwill and other intangible assets	10	44,917	51,058
Deferred tax assets	4	19,834	14,238
Right-of-use assets	11	45,797	41,624
Total Non-Current Assets		247,954	269,210
Total Assets		480,277	498,001
Current Liabilities			
Trade and other payables	13	50,462	63,210
Income tax payable	4	-	2,421
Lease liabilities	11	7,085	6,400
Other financial liabilities	16	2,038	9
Provisions	14	6,322	6,275
Income received in advance		9	144
Total Current Liabilities		65,916	78,459
Non-Current Liabilities			
Borrowings	15	55,000	77,000
Lease liabilities	11	66,805	41,970
Other financial liabilities	16	728	-
Provisions	14	708	719
Total Non-Current Liabilities		123,241	119,689
Total Liabilities		189,157	198,148
Net Assets		291,120	299,853
Equity			
Capital and reserves			
Issued capital	17	441,474	441,474
Reserves	19	(500)	3,653
Accumulated losses		(149,854)	(145,274)
Total Equity		291,120	299,853

The above consolidated statement of financial position should be read along with the accompanying notes.

Consolidated statement of changes in equity

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

	Share capital \$'000	Equity - settled employee benefits reserve \$'000	Hedging reserve \$'000	Foreign currency translation reserve \$'000	Accumulated losses \$'000	Total \$'000
Balance at 1 July 2022	441,474	954	2,419	280	(145,274)	299,853
Profit for the period	-	-	-	-	4,009	4,009
Net change in fair value of interest rate swaps used in hedging	-	-	9	-	-	9
Net change in fair value of foreign exchange contracts used in hedging	-	-	(6,230)	-	-	(6,230)
Exchange differences arising on translation of foreign operations	-	-	-	156	-	156
Income tax relating to components of other comprehensive income	-	-	1,866	(47)	-	1,819
Total comprehensive income for the period	-	-	(4,355)	109	4,009	(237)
Transactions with owners in their capacity as owners						
Purchase and issuance of treasury shares to employees	-	(331)	-	-	-	(331)
Dividend paid	-	-	-	-	(8,589)	(8,589)
Recognition of share based payments	-	424	-	-	-	424
Balance at 30 June 2023	441,474	1,047	(1,936)	389	(149,854)	291,120
Balance at 1 July 2021	465,490	1,883	762	333	(155,786)	312,682
Profit for the period	-	-	-	-	17,333	17,333
Net change in fair value of interest rate swaps used in hedging	-	-	543	-	-	543
Net change in fair value of foreign exchange contracts used in hedging	-	-	1,824	-	-	1,824
Exchange differences arising on translation of foreign operations	-	-	-	(76)	-	(76)
Income tax relating to components of other comprehensive income	-	-	(710)	23	-	(687)
Total comprehensive income for the period	-	-	1,657	(53)	17,333	18,937
Transactions with owners in their capacity as owners						
Purchase and issuance of treasury shares to employees	-	(1,233)	-	-	-	(1,233)
Dividend paid	-	-	-	-	(6,821)	(6,821)
Recognition of share based payments	-	304	-	-	-	304
Capital return, net of transaction costs	(24,016)	-	-	-	-	(24,016)
Balance at 30 June 2022	441,474	954	2,419	280	(145,274)	299,853

The above consolidated statement of changes in equity should be read along with the accompanying notes.

Consolidated statement of cash flows

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023

	NOTE	2023 \$'000	2022 \$'000
Cash flows from operating activities			
Receipts from customers		274,460	280,179
Payments to suppliers and employees		(276,205)	(256,672)
Cash generated from operations		(1,745)	23,507
Interest paid (commercial bills)		(4,047)	(2,558)
Interest paid (resulting from leases under AASB 16)		(4,527)	(3,808)
Income tax paid		(2,398)	(1,790)
Net cash provided by operating activities	6 (a)	(12,717)	15,351
Cash flows from investing activities			
Payments for property, plant & equipment and intangible assets		(10,763)	(11,353)
Payments for investments held at fair value through profit or loss		-	(200)
Proceeds from sale of property, plant & equipment		68,225	1,850
Net cash used in investing activities		57,462	(9,703)
Cash flows from financing activities			
(Repayment of) / proceeds from borrowings	6 (c)	(22,000)	30,500
Capital return		-	(24,070)
Dividends paid	18	(8,589)	(6,821)
Repayments of principal amounts of lease liabilities	6 (c)	(9,804)	(6,364)
Net cash used in financing activities		(40,393)	(6,755)
Net increase / (decrease) in cash and cash equivalents		4,352	(1,107)
Cash and cash equivalents at the beginning of the financial year		2,548	3,655
Cash and cash equivalents at the end of the financial year		6,900	2,548

The above consolidated statement of cash flows should be read along with the accompanying notes.

Note 1: About this report

General information

Australian Vintage Ltd (the 'Company') is a for-profit entity, incorporated and domiciled in Australia and limited by shares which are traded on the Australian Securities Exchange (trading under the ticker code 'AVG'). The consolidated financial report comprises the Company and its controlled entities (the 'Group') and was authorised for issue by the Board of Directors on 25 August 2023. The Directors have the power to amend and reissue the financial report.

The Group's registered office is 275 Sir Donald Bradman Drive, Cowandilla SA 5033 and its principal activities are wine making, wine marketing, and vineyard management.

Basis of preparation

This financial report:

- is a general purpose financial report;
- has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB'), International Financial Reporting Standards ('IFRSs') and the *Corporations Act 2001*;
- has been prepared on a historical cost basis except for those items measured at fair value, as detailed in the policies that follow;
- is presented in Australian dollars, which is the Group's functional and presentational currency, with all values rounded to the nearest thousand, as permitted under *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* unless otherwise stated;
- includes foreign currency denominated transactions and assets and liabilities that are translated into the Group's functional currency using the prevailing exchange rate at the date of the transaction for transactions in profit or loss and the exchange rate at the period-end date for assets and liabilities;
- where required, presents restated comparative information to enhance comparability; and
- has been prepared on a going concern basis.

Basis of consolidation

The consolidated financial report incorporates the financial report of the Company and its subsidiaries. Subsidiaries are entities over which the Company has control. A list of such entities is provided in Note 24. The Company controls an entity when it has:

- power to direct the activities of the entity, through voting rights;
- exposure to variable returns from its involvement with the entity; and
- the ability to use its power to affect its returns.

Total comprehensive income of subsidiaries is attributed to the owners of the Company. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. All amounts referenced in these financial statements and the accompanying notes are the Consolidated Group figures, unless otherwise indicated.

Significant accounting estimates and judgements

Management has identified the following critical accounting policies where significant judgements, estimates and assumptions are made. Actual results may differ from these estimates and may materially affect financial results or the financial position reported in future periods. Further information on policies where critical estimates and judgements are made, are listed within the following notes:

- Key assumptions used in impairment testing for goodwill and other intangible assets (note 12)
- Valuation of inventories (note 8)
- Grape pricing and SGARA (note 8 and note 26)
- Recognition of income tax losses (note 4)
- Determining lease term of contracts with renewal options (note 11)

Impact of climate change

The Group's accounting policies encompass making estimates about the future, which necessarily includes a consideration of the impact of climate change. Estimates in significant areas such as future business forecasts used in impairment testing and the useful lives of the Group's assets are made using the most relevant and current information.

There is significant uncertainty as to the future potential impacts of climate change on the Group. The Group continues to develop its Sustainability Strategy, including setting targets and emission interventions across material impact areas. The Group is developing data and reporting capabilities to align more closely with the recommendations set out by the Taskforce on climate related financial disclosures and also taking into account the issuance of the first two IFRS Sustainability Disclosure Standards by the International Sustainability Standards Board.

New and amended standards adopted by the Group

The Group adopted certain amendments to accounting standards during the period. These amendments did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Note 2: Segment information

Accounting policy– segment reporting

Operating segments are determined based on the reporting to the Chief Operating Decision Maker ('CODM'). The Group's CODM, who is responsible for allocating resources and assessing the performance of the Group has been identified as the Chief Executive Officer ('CEO').

- Australia / New Zealand: engaged in the growing of grapes, manufacturing, sales and marketing of alcoholic wine, non-alcoholic wine and other beverages in Australia, New Zealand and the Pacific through wholesale and retail channels. In addition, the Australia / New Zealand segment sells concentrate and other commercial products to customers globally.
- UK, Europe & Americas: engaged in the packaging, sales and marketing of alcoholic wine, non-alcoholic wine and other beverages in the United Kingdom, Europe & the Americas through wholesale, distributor and retail channels.
- Asia: engaged in the sales and marketing of alcoholic wine, non-alcoholic wine and other beverages in Asia through wholesale channels.

The accounting policies of the reportable segments are the same as the Group's accounting policies noted in these financial statements. Finance cost and income and gains/losses from investments are not allocated to segments, as this type of activity is driven by the central finance function, which manages the cash and investments of the Group. The segment information provided to the CODM, which is reviewed on at least a monthly basis is as follows:

Revenue and profit information by segment

	Revenue 2023 \$'000	Revenue 2022 \$'000	Profit before tax 2023 \$'000	Profit before tax 2022 \$'000
Australia / New Zealand	116,055	118,499	6,571	14,208
UK, Europe & Americas	134,642	134,451	3,455	11,570
Asia	7,860	7,149	477	366
Total	258,557	260,099	10,503	26,144

Unallocated corporate amounts

Gain on sale and leaseback of vineyards	15,711	-
Fair value adjustment to grapes due to floods and market conditions	(12,448)	-
Write down of winery fixed costs	(8,963)	-
Dividend income and fair value adjustment to investments	-	1,213
Net interest expense (commercial bills)	(4,161)	(2,191)
Interest expense (AASB 16 Leases) ^	(386)	(497)
Profit before tax	256	24,669

^ *note: net of interest capitalised to inventory under AASB 123*

Note 2: Segment information (continued)

Geographical breakdown of revenues

For the twelve months ended 30 June 2023				
Segments	Australia / New Zealand \$'000	UK / Europe & Americas \$'000	Asia \$'000	Total \$'000
Type of goods or service				
Sales of wine	112,754	134,642	7,860	255,256
Other	3,301	-	-	3,301
	116,055	134,642	7,860	258,557
Geographical breakdown				
Australia	97,981	-	-	97,981
UK / Europe	-	127,305	-	127,305
New Zealand	4,851	-	-	4,851
Asia	9,617	-	7,860	17,477
North America	3,599	7,337	-	10,936
Other	7	-	-	7
	116,055	134,642	7,860	258,557

For the twelve months ended 30 June 2022				
Segments	Australia / New Zealand \$'000	UK / Europe & Americas \$'000	Asia \$'000	Total \$'000
Type of goods or service				
Sales of wine	115,126	134,451	7,149	256,726
Other	3,373	-	-	3,373
	118,499	134,451	7,149	260,099
Geographical breakdown				
Australia	101,786	-	-	101,786
UK / Europe	-	125,811	-	125,811
New Zealand	6,656	-	-	6,656
Asia	5,773	-	7,149	12,922
North America	4,284	8,640	-	12,924
Other	-	-	-	-
	118,499	134,451	7,149	260,099

The Group has two major customers (2022: two) who individually account for greater than 10% of annual sales, one each within the Australia / New Zealand and the UK, Europe & Americas segments. The total sales for these customers in 2023 is \$73.3 million (2022: \$78.8 million).

Note 3: Revenue and expenses

Accounting policy - revenue

Revenue is measured based on the consideration to which the group expects to be entitled in a contract with a customer. The group recognises revenue when it transfers control of a product or service to a customer. The transaction price is net of rebates and discounts. Credit terms granted to customers is generally between 30 days and 60 days depending on the customer type and shipping arrangements.

- Sales of grape derived products is the sale of bottled and bulk alcoholic wine, non-alcoholic wine and other beverages, as well as grape concentrate to retail and wholesale customers. There is one performance obligation associated with the sale of goods, being the delivery of the product to the location specified in the agreement with the customer. Accordingly, revenue is recognised at the point in time at which control of the product is passed from the Group to the customer. This is typically by way of delivery to the customer's warehouse for wholesale customers, or at the point of sale at a cellar door outlet for a retail customer.

Other revenue from contracts with customers is comprised of the following:

- Contract processing involves manufacturing a wine product based on the agreed specifications required by the customer. There is one performance obligation, being the delivery of the completed wine product to the site or location in the agreement with the customer. Accordingly, revenue is recognised at a point in time once control of the completed product has passed to the customer.
- Vineyard services is the development of customer's vineyards. This involves planting vines and installing trellising and irrigation. There is one performance obligation being the provision of vineyard services in line with the agreed budget and timeline over the life of the contract. This obligation is satisfied over time as activities are undertaken. The allocation of the transaction price is determined by the budgeted costs for each period of time that the services are undertaken, which is agreed in advance with the customer.

Any amounts received from customers prior to the performance obligations being completed are recorded as Income received in advance and held in the consolidated statement of financial position, until the relevant performance obligations have been completed in line with the policies above.

Accounting policy – consumption taxes

Revenues, expenses and assets are recognised net of consumption taxes. Receivables and payables are recorded gross of consumption taxes, with the net amount of consumption taxes recoverable from, or payable to the relevant tax authority recorded in the consolidated statement of financial position. Cash flows are presented on a gross basis, with any consumption taxes relating to investing or financing activities being recorded in operating cash flows.

	2023 \$'000	2022 \$'000
(a) Revenue from contracts with customers		
Sales of wine	255,256	256,726
Other	3,301	3,373
	258,557	260,099
(b) Other income		
Gain on sale and leaseback of vineyard assets	15,711	-
Gain on disposal of property, plant and equipment	1,626	1,375
Wine equalisation tax rebate	350	350
Other rebates and grants	159	400
Interest income	113	47
Rental income	66	70
Gain / (loss) on unrealised foreign exchange	58	(35)
Dividend income from investments held at fair value through profit or loss	27	42
Gain on changes in fair value of investments held at fair value through profit or loss	-	1,171
Other	-	95
	18,110	3,515
(c) Other expenses		
Write down of winery fixed costs	8,963	-
	8,963	-
(d) Disclosure of specific expenses		
Employee benefits expense	46,469	45,569
Superannuation expense	3,965	3,548
Strategic review costs	949	-
(e) Finance costs		
Accounting policy – borrowing costs		
Borrowing costs incurred for the production or construction of a qualifying asset are added to the cost base of the asset during the time the asset is being prepared for its intended use. Other borrowing costs are expensed as incurred.		
Interest expense (commercial bills)	4,161	2,191
Interest expense (resulting from leases under AASB 16) ^	386	497
	4,547	2,688

^ note: net of interest capitalised to inventory under AASB 102

Note 4: Income taxes

Accounting policy – income taxes

Income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities. This is calculated based on tax laws enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised for taxable temporary differences. Deferred income tax assets are recognised for deductible temporary Differences, to the extent it is probable there will be sufficient future profits in the Group to utilise them against. Deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the way the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Tax consolidation

The company and all its wholly owned Australian resident entities are part of a tax-consolidated group under Australian taxation law. Australian Vintage Ltd is the head entity in the tax-consolidated group. The members of the tax-consolidated group are identified in note 24.

Current tax liabilities and assets, and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by the company (as head entity in the tax-consolidated group).

Entities within the tax-consolidated group have entered into a tax funding arrangement and a tax-sharing agreement with the head entity. Under the terms of the tax funding arrangement, Australian Vintage Ltd and each of the entities in the tax-consolidated

Significant accounting estimates and judgement – recognition of income tax losses

The Group has recognised deferred tax assets in relation to unused tax losses and temporary differences as at the end of the reporting period. The recognition of deferred tax assets is after considering whether it is probable that the Group will have sufficient taxable profit in the foreseeable future and against which the deferred tax assets can be recovered.

The assessment of whether there will be sufficient taxable profit is subject to a level of judgement and if the actual conditions vary to the assumptions adopted, the carrying value of the asset would need to be reassessed.

	2023 \$'000	2022 \$'000
(a) Income tax recognised in profit or loss		
Income tax comprises		
Current tax expense	2,520	2,421
Net deferred tax expense	(6,103)	4,839
Under provision from prior year	(170)	76
	(3,753)	7,336
(b) Reconciliation of income tax expense to prima facie tax payable		
Accounting profit before tax	256	24,669
Tax at the Australian Corporate tax rate of 30%	77	7,401
Previously unrecognised capital losses now recouped	(3,704)	(105)
Under provision from prior year	(170)	76
Other	44	(36)
Total tax expense / (benefit)	(3,753)	7,336

Note 4: Income taxes (continued)

(c) Deferred tax assets and liabilities

2023 composition and movement schedule	Opening Balance \$'000	Charged to Income \$'000	Charged to Equity \$'000	Acquisitions/ Disposals \$'000	Closing Balance \$'000
Gross deferred tax liabilities:					
Inventories	(5,349)	(170)	-	-	(5,519)
Intangibles	(1,630)	9	-	-	(1,621)
Property, plant and equipment	(8,795)	(1,038)	-	-	(9,833)
Other	(1,828)	1,039	-	-	(789)
	<u>(17,602)</u>	<u>(160)</u>	<u>-</u>	<u>-</u>	<u>(17,762)</u>
Gross deferred tax assets:					
Inventories	375	3,852	-	-	4,227
Trade and other payables	607	(80)	-	-	527
Provisions	2,729	(620)	-	-	2,109
Tax losses	24,394	(3,868)	-	-	20,526
Right-of-use assets and lease liabilities (net amount)	2,438	5,990	-	-	8,428
Other	1,297	(1,384)	1,866	-	1,778
	<u>31,840</u>	<u>3,890</u>	<u>1,866</u>	<u>-</u>	<u>37,595</u>
Net deferred tax asset	14,238	3,730	1,866	-	19,834
2022 composition and movement schedule	Opening Balance \$'000	Charged to Income \$'000	Charged to Equity \$'000	Acquisitions/ Disposals \$'000	Closing Balance \$'000
Gross deferred tax liabilities:					
Inventories	(5,071)	(278)	-	-	(5,349)
Intangibles	(1,630)	-	-	-	(1,630)
Property, plant and equipment	(7,126)	(1,669)	-	-	(8,795)
Other	(842)	(986)	-	-	(1,828)
	<u>(14,669)</u>	<u>(2,933)</u>	<u>-</u>	<u>-</u>	<u>(17,602)</u>
Gross deferred tax assets:					
Inventories	1,023	(648)	-	-	375
Trade and other payables	1,775	(1,168)	-	-	607
Provisions	1,643	1,086	-	-	2,729
Tax losses	26,309	(1,915)	-	-	24,394
Right-of-use assets and lease liabilities (net amount)	2,184	254	-	-	2,438
Other	1,522	485	(710)	-	1,297
	<u>34,456</u>	<u>(1,906)</u>	<u>(710)</u>	<u>-</u>	<u>31,840</u>
Net deferred tax asset	19,787	(4,839)	(710)	-	14,238

There are no unrecognised revenue tax losses or capital losses relating to the Group (2022: \$1.3m of unrecognised capital losses).

Note 5: Earnings per share

Accounting policy – earnings per share

Basic earnings per share is determined by dividing net profit attributable to equity holders of Australian Vintage Limited, by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share uses an adjusted weighted average number of ordinary shares in the same calculation, which assumes the conversion of all dilutive potential ordinary shares.

	2023	2022
Weighted average number of ordinary shares ('000) used in calculating basic earnings per share	252,638	252,638
Weighted average number of ordinary shares ('000) used in calculating diluted earnings per share	252,638	252,638
	2023 \$'000	2022 \$'000
Profit / (Loss) for the year	4,009	17,333
Basic earnings per share (cents per share)	1.6	6.9
Diluted earnings per share (cents per share)	1.6	6.9

Note 6: Notes to the cash flow statement

Accounting policy – cash and cash equivalents

Cash comprises cash on hand, term deposits and deposits held on demand with financial institutions. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and have an original maturity of less than 3 months. Bank overdrafts are presented as current liabilities in the consolidated statement of financial position.

(a) Reconciliation of profit / (loss) for the period to net cash flows from operating activities

	2023 \$'000	2022 \$'000
Profit from ordinary activities after income tax	4,009	17,333
Depreciation and amortisation of non-current assets (inc. amortisation of AASB 16 ROU assets)	15,522	14,927
(Gain) on changes in fair value of investments held at fair value through profit or loss	-	(1,171)
(Gain) / loss on sale of non-current assets	(17,337)	(1,375)
Share based payments	424	304
Net cash provided by operating activities before net changes in assets and liabilities	2,618	30,018
<i>Changes in assets and liabilities, net of effects from acquisition and disposal of businesses</i>		
Decrease in trade and other receivables	1,442	6,753
Decrease in other assets	(3,678)	-
Decrease / (increase) in inventories	5,293	(31,707)
(Increase) / decrease in deferred tax assets	(5,596)	5,550
(Decrease) / increase in trade and other payables	(12,748)	5,485
Increase / (decrease) in provisions and other liabilities	(99)	(681)
Other	51	(67)
Net cash provided by operating activities	(12,717)	15,351

(b) Net debt reconciliation

Cash and cash equivalents	6,900	2,548
Borrowings (non-current)	(55,000)	(77,000)
Net debt	(48,100)	(74,452)

(c) Reconciliation of movements in liabilities from financing activities to cash flows from financing activities

	Lease liabilities \$'000	Borrowings \$'000	Total \$'000
Balances at 30 June 2021	(52,356)	(46,500)	(98,856)
<i>Financing cash flows</i>			
Net repayment of principal	6,364	(30,500)	(24,136)
<i>Non-cash changes</i>			
Additions and modifications to lease liabilities	(2,378)	-	(2,378)
Balances at 30 June 2022	(48,370)	(77,000)	(125,370)
<i>Financing cash flows</i>			
Net repayment / (drawdown) of principal	9,804	22,000	31,804
<i>Non-cash changes</i>			
Additions and modifications to lease liabilities	(35,324)	-	(35,324)
Balances at 30 June 2023	(73,890)	(55,000)	(128,890)

Note 7: Trade and other receivables

Accounting policy – trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. The average credit period granted to customers for trade receivables is 57 days (2022: 62 days) and therefore are all classified as current. Trade receivables are recognised initially at the transaction price per the relevant contract with the customer unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in note 26.

	2023 \$'000	2022 \$'000
Trade receivables	37,826	41,774
Loss allowance	(236)	(270)
	37,590	41,504
Prepayments	4,004	1,821
Other receivables	1,791	1,501
	43,385	44,826

Note 8: Inventories

Accounting policy – inventories

Inventories are measured at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for, as follows:

- Raw materials: purchase cost on a first in, first out basis.
- Work in progress, bulk wine and bottled wine: cost of direct materials and labour and an allocation of manufacturing overheads based on normal operating capacity. The costs include the transfer of grapes at their fair value at the point of harvest to inventory.

Inventories are classified as current or non-current based on the estimated time period in which the goods will be sold to customers.

Significant accounting estimates and judgements – valuation of inventories

Inventory is assessed for obsolescence on an ongoing basis. The assessment considers the quality, age and saleability of the inventory on hand. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the costs necessary to make the sale. Based on this assessment and if required, a provision is made to reduce the book value of inventories to its realisable value.

Accounting policy – biological assets and produce extracted from vines

The Group has owned and leased vineyards that produce grapes, which are biological assets under AASB 141 *Agriculture*. Grapes growing on the vines are measured at fair value less estimated costs to sell up to the point of harvest. Fair value adjustments as the grapes are growing is recorded in *Fair value (loss) / gain on grapes picked* in the Consolidated statement of profit or loss and other comprehensive income. Once harvested, grapes are transferred into the cost of wine at their fair value at that point in time and accounted for under AASB 102 *Inventories* and used to make wine products.

All of the Group's vineyards are located in Australia and accordingly there are no agricultural assets in the consolidated statement of financial position at 30 June of each year due to seasonality (all grapes have been harvested and crushed by this time and are in the cost base of wine inventories). The Group crushed 80k tonnes of grapes in the 2023 vintage year (2022: 102k).

Significant accounting estimates and judgements – grape pricing and SGARA

The fair value assigned to harvested grapes is a significant judgement and a level 2 valuation. See note 26 for details on the fair value methodology.

	2023 \$'000	2022 \$'000
Current		
Bulk wine	126,007	114,417
Bottled wine	45,649	49,635
Work in progress	4,427	10,957
Consumables and raw materials	5,955	4,813
	182,038	179,822
Non-current		
Bulk wine	30,050	40,014
Bottled wine	5,060	2,607
	35,110	42,621

The cost of inventory recognised as an expense in cost of sales during the year was \$183 million (2022: \$173 million). As at 30 June 2023 the Group is holding a provision of \$1.0 million (2022: \$1.6 million) to adjust inventory to its net realisable value. The balances above are net of this provision. During the year, the Group utilised \$0.8 million of this provision (2022: \$0.8 million) to write off inventory.

Note 9: Property, plant and equipment

Accounting policy – property, plant and equipment

Property, plant and equipment are shown at historical cost, less accumulated depreciation and impairment losses. Cost includes expenditure that is directly related to the acquisition of the asset and bringing it to its condition of use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any replaced part is derecognised. All repairs and maintenance charges are expensed in profit and loss in the period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the following methods and useful lives for each asset class:

- Buildings 50 years (straight line method)
- Vineyard improvements 15-20 years (straight line method)
- Plant and equipment 3-50 years (straight line method)
- Vines 30 years (diminishing value method)

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation related to wineries, production and some vineyards is capitalised into inventory and ultimately classified in the Statement of profit or loss and other comprehensive income as a cost of goods sold. Property, plant & equipment assets are tested for impairment as per the policy and details in note 12.

As at 30 June 2023 (\$'000)

	<i>Freehold land</i>	<i>Vineyard improvements</i>	<i>Vines</i>	<i>Plant and equipment</i>	<i>Buildings</i>	<i>Work in progress</i>	<i>Total</i>
At cost	9,457	3,429	8,199	148,465	23,719	3,186	196,455
Accumulated depreciation	-	(1,562)	(6,038)	(82,368)	(7,331)	-	(97,299)
Net book value	9,457	1,867	2,161	66,097	16,388	3,186	99,156
Reconciliations							
Carrying amount at 1 July 2022	12,599	6,534	9,130	63,060	16,524	6,598	114,445
Additions	-	211	-	4,875	235	5,444	10,765
Disposals	(3,142)	(5,389)	(8,021)	(1,969)	(2,326)	(1,745)	(22,592)
Transfers	-	840	1,548	6,201	2,659	(7,111)	4,137
Depreciation	-	(329)	(496)	(6,070)	(704)	-	(7,599)
Carrying amount at 30 June 2023	9,457	1,867	2,161	66,097	16,388	3,186	99,156

As at 30 June 2022 (\$'000)

	<i>Freehold land</i>	<i>Vineyard improvements</i>	<i>Vines</i>	<i>Plant and equipment</i>	<i>Buildings</i>	<i>Work in progress</i>	<i>Total</i>
At cost	12,599	18,992	32,127	140,508	24,891	6,598	235,715
Accumulated depreciation	-	(12,458)	(22,997)	(77,448)	(8,367)	-	(121,270)
Net book value	12,599	6,534	9,130	63,060	16,524	6,598	114,445
Reconciliations							
Carrying amount at 1 July 2021	14,296	6,540	9,564	61,975	16,240	3,178	111,793
Additions	-	111	179	6,434	689	4,595	12,008
Disposals	(1,420)	-	-	(163)	(116)	-	(1,699)
Transfers	(277)	435	134	592	358	(1,175)	67
Depreciation	-	(552)	(747)	(5,778)	(647)	-	(7,724)
Carrying amount at 30 June 2022	12,599	6,534	9,130	63,060	16,524	6,598	114,445

Note 10: Goodwill and other intangible assets

Accounting policy – goodwill and business combinations

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed.

Accounting policy – water licenses

Water allocations with permanent rights are measured at cost on the date of acquisition. Water licences have an indefinite useful life and are not subject to amortisation – this assessment is supported by the water licenses giving the Group indefinite rights to water allocations which are key in operating the Group's vineyards into the future. Water allocations with permanent rights are assessed for impairment in each reporting period, with reference to current market prices. Water allocations with temporary rights are expensed in the year of purchase.

Accounting policy – brand names

Brand names are assessed to have an indefinite useful life and are not amortised – this assessment is supported by the Group's intention and ability to operate a branded wine business indefinitely into the future. Each period, the useful life of this type of asset is reviewed to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset. Such assets are tested for impairment at least annually or more frequently if impairment indicators are identified.

Accounting policy – software

Costs incurred in acquiring software that will contribute to future period financial benefits through revenue generation and/or cost reduction is capitalised as intangible assets. Costs capitalised include external direct costs of materials and service and direct payroll related costs of employees' time spent on the project. Amortisation is calculated on a straight-line basis for the estimated useful life of the software, which for current software assets held is 3 years. IT development costs include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset. Amortisation expense relating to software is classified in the Statement of profit or loss and other comprehensive income as Administration expenses.

Intangible assets are tested for impairment as per the policy and details in note 12.

As at 30 June 2023 (\$'000)

	<i>Goodwill</i>	<i>Water licenses</i>	<i>Brand names</i>	<i>Software</i>	<i>Work in progress</i>	<i>Total</i>
At cost	44,085	1,503	4,827	5,537	-	55,952
Accumulated impairment losses	(6,400)	-	-	-	-	(6,400)
Accumulated amortisation	-	-	-	(4,635)	-	(4,635)
Net book value	37,685	1,503	4,827	902	-	44,917
Reconciliations						
Carrying amount at 1 July 2022	37,685	7,293	4,828	1,252	-	51,058
Additions	-	-	-	-	-	-
Disposals	-	(5,790)	-	-	-	(5,790)
Transfers	-	-	(1)	16	-	15
Amortisation	-	-	-	(366)	-	(366)
Carrying amount at 30 June 2023	37,685	1,503	4,827	902	-	44,917

As at 30 June 2022 (\$'000)

	<i>Goodwill</i>	<i>Water licenses</i>	<i>Brand names</i>	<i>Software</i>	<i>Work in progress</i>	<i>Total</i>
At cost	44,085	7,293	4,828	5,521	-	61,727
Accumulated impairment losses	(6,400)	-	-	-	-	(6,400)
Accumulated amortisation	-	-	-	(4,269)	-	(4,269)
Net book value	37,685	7,293	4,828	1,252	-	51,058
Reconciliations						
Carrying amount at 1 July 2021	37,685	7,554	4,828	780	684	51,531
Additions	-	-	-	187	-	187
Disposals	-	(261)	-	-	-	(261)
Transfers	-	-	-	617	(684)	(67)
Amortisation	-	-	-	(332)	-	(332)
Carrying amount at 30 June 2022	37,685	7,293	4,828	1,252	-	51,058

Note 11: Leases

Accounting policy – leases

Identification of a lease

AVG enters into leases primarily for vineyards where grapes are sourced for the production of wine, as well as equipment (mostly machinery used on vineyards), fleet vehicles for staff and properties for the Group's corporate and sales offices and a cellar door retail outlet. The Group reviews all relevant arrangements and contracts entered into to determine if it contains a lease. Under AASB 16, a lease exists if the arrangement or contract grants the Group the rights to control the use of an identified asset in exchange for consideration for a specified time period.

Lease recognition exemptions and scope exclusions

The Group applies the short-term lease recognition exemption for any leases that have a lease term of 12 months or less. The Group also applies the low-value asset recognition exemption, for leases of assets that are deemed to be low-value under the rules of AASB 16. In addition, the Group does not apply AASB 16 to leases of intangible assets such as water licenses, as is permitted under the standard. Payments for these exempt and excluded leases are recognised in profit or loss on a straight line basis over the term of the lease.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Amortisation for leases that are related to wineries, production and vineyards is capitalised into inventory and ultimately classified in the Statement of profit or loss and other comprehensive income as a cost of goods sold. Right-of-use assets are subject to impairment assessments under AASB 136 Impairment of Assets (see note 12 for further details).

In the current period, AVG has entered into a partnership with Warakirri Asset Management to sell and leaseback its Coldridge and Grande Junction vineyard assets and associated water entitlements for a total transaction value of \$62.5m. Key details of the financial impacts of the transaction are as follows:

- Transaction completion date: 19 December 2022
- Fair value of assets transferred: \$62.5m
- Term of lease: 10 years

The transaction satisfies the relevant requirements of AASB 15 Revenue from contracts with customers and AASB 16 Leases and has resulted in the following balances being recognised on the Group's Consolidated statement of financial position at the completion date of the transaction.

	Take-on balances \$'000
Current assets	
Cash	62,500
	62,500
Non-current assets	
Right-of-use assets	14,353
Property, plant and equipment	(20,760)
Goodwill and other intangible assets	(5,790)
	(12,197)
Current liabilities	
Lease liabilities	(3,914)
	(3,914)
Non-current liabilities	
Lease liabilities	(30,252)
	(30,252)

The net impact of the above transactions results in a pre-tax accounting gain on sale and leaseback of the vineyards of \$15.7m, which has been recognised in the Group's statement of profit or loss for the period ended 30 June 2023.

Note 11: Leases (continued)

Below is a summary and movement schedule of the Group's right-of-use assets for the current period

As at 30 June 2023 (\$'000)

	Vineyards	Property	Equipment	Vehicles	Total
At cost	59,814	4,037	2,504	1,286	67,641
Accumulated amortisation	(16,289)	(2,925)	(1,847)	(783)	(21,844)
Net book value	43,525	1,112	657	503	45,797
Reconciliations					
Carrying amount at 1 July 2022	33,147	2,423	5,532	522	41,624
Additions	14,572	-	218	350	15,140
Disposals	-	(24)	(4,152)	(16)	(4,192)
Modifications	572	213	-	5	790
Amortisation	(4,766)	(1,500)	(941)	(358)	(7,565)
Carrying amount at 30 June 2023	43,525	1,112	657	503	45,797

As at 30 June 2022 (\$'000)

	Vineyards	Property	Equipment	Vehicles	Total
At cost	44,670	6,904	7,658	1,257	60,489
Accumulated amortisation	(11,523)	(4,481)	(2,126)	(735)	(18,865)
Net book value	33,147	2,423	5,532	522	41,624
Reconciliations					
Carrying amount at 1 July 2021	36,658	3,347	5,647	458	46,110
Additions	-	-	768	522	1,290
Disposals	-	-	-	-	-
Modifications	486	626	-	(12)	1,100
Amortisation	(3,997)	(1,550)	(883)	(446)	(6,876)
Carrying amount at 30 June 2022	33,147	2,423	5,532	522	41,624

Lease liabilities (Group as a Lessee)

At the commencement date of the lease the Group recognises lease liabilities, measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and includes variable lease payments that depend on an index. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the rate implicit in the lease. If this is not readily determinable, the Group's incremental borrowing rate at the lease commencement date is used. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The associated interest charges for vineyard leases is capitalised into inventory as is permitted under AASB 102 Inventories and ultimately classified in the Statement of profit or loss and other comprehensive income as a cost of goods sold. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group has not entered into any material arrangements as a Lessor.

Significant accounting estimates and judgements – determining lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases for additional terms, the most significant of which are vineyard leases for which some have extension options of 5 years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

Note 11: Leases (continued)

As at 30 June 2023 (\$'000)

	Vineyards	Property	Equipment	Vehicles	Total
Reconciliations					
Carrying amount at 1 July 2022	41,005	2,624	4,199	542	48,370
Additions	34,166	-	218	350	34,734
Termination of lease contracts	-	(24)	(2,436)	(21)	(2,481)
Modifications	572	59	-	4	635
Accretion of interest charges	4,229	110	200	33	4,572
Lease repayments	(8,528)	(1,535)	(1,487)	(390)	(11,940)
Carrying amount at 30 June 2023	71,444	1,234	694	518	73,890

As at 30 June 2022 (\$'000)

	Vineyards	Property	Equipment	Vehicles	Total
Reconciliations					
Carrying amount at 1 July 2021	43,668	3,555	4,649	484	52,356
Additions	-	-	768	412	1,180
Termination of lease contracts	-	-	-	-	-
Modifications	485	622	(5)	96	1,198
Accretion of interest charges	3,397	195	265	38	3,895
Lease repayments	(6,545)	(1,748)	(1,478)	(488)	(10,259)
Carrying amount at 30 June 2022	41,005	2,624	4,199	542	48,370

Note 12: Impairment testing

Accounting policy - impairment testing

The Group tests for impairment by determining the recoverable amount of each cash generating unit ('CGU') and compares this to its carrying value. A CGU is the smallest identifiable group of assets that generate independent cashflows. In 2023, the recoverable amounts of CGUs exceeded their carrying values and as a result no impairment has been recognised (2022: nil).

The Group's Goodwill and other indefinite lived intangible assets are allocated in full to the Australia / New Zealand ('ANZ') CGU and tested for impairment annually. Other CGUs are tested for impairment when there are triggers present that indicate the carrying value of the assets may not be recoverable. The recoverable amount of each CGU is the higher of its fair value less costs of disposal and its value-in-use ('VIU').

The Group calculates VIU by using discounted cash flow calculations. These calculations use profit and loss forecasts from the Group's board approved 5-year plan for a period of 5 years and a terminal value applied to the cashflows. An impairment charge is recorded if the recoverable amount of a CGU is less than the carrying value of the assets of any CGU.

Significant accounting estimates and judgements – key assumptions used for value-in-use calculations

The following assumptions are significant to the VIU calculations:

- *AVL's 5-year plan*: cashflow forecasts are based on AVL's board approved 5-year plan, which takes into account current and future estimated economic conditions. In 2023, the Group's 5-year plan addresses industry challenges such as the downturn in export volumes, higher inflation and higher global freight costs with a focus on continued innovation in the no-and-low category, premiumisation of pillar brands and increased contribution from the sales of concentrates and ingredients.
- *Discount rate (pre-tax weighted average cost of capital)*: 13.2% (2022: 12.0%)
- *Terminal growth rate*: 2.5% (2022: 2.5%)

Sensitivity analysis

Changes to key assumptions in the VIU calculations may result in the recoverable amount of the ANZ CGU being lower than its carrying value. The following changes in key assumptions would result in the headroom for the ANZ CGU being reduced to nil.

- Reduction in earnings before income tax of 20% in each of the 5 forecast years and the terminal year; or
- Increase in discount rate (pre-tax weighted average cost of capital) by 2.9%; or
- Terminal growth rate of nil.

Note 13: Trade and other payables

Accounting policy – trade and other payables

Trade payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are paid in the average credit period of 48 days (2022: 51 days) granted by suppliers. Other payables to the Group represent accruals, volume and marketing rebates payable to customers and consumption tax payable to the relevant tax authorities. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

	2023 \$'000	2022 \$'000
Trade payables	37,674	47,879
Other payables	12,788	15,331
	50,462	63,210

Note 14: Provisions

Accounting policy - provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Short term employee benefit obligations include liabilities for salaries, wages and annual leave and are expected to be settled within the next 12 months. Short term employee benefit provisions also include long service leave amounts for those employees who have reached their legal present entitlement. They are measured at the amount expected to be paid to settle the liability.

Long term employee benefit obligations consist of probability estimates of long service leave amounts, for employees who have not yet reached their legal present entitlement.

	2023 \$'000	2022 \$'000
Current		
Employee benefits	6,322	6,275
	6,322	6,275
Non-current		
Employee benefits	708	719
	708	719

Note 15: Borrowings

Accounting policy - borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

	2023 \$'000	2022 \$'000
Non-current		
Bank loan - commercial bills	55,000	77,000
	55,000	77,000

Undrawn facilities available to the Group

Details of undrawn debt facilities with National Australia Bank are listed in Financial Risk Management, note 26.

Compliance with loan covenants

The Group has financial covenants associated with the Commercial Bills, the nature of which is as follows: leverage ratio, interest coverage and gearing. The Group has complied with all financial covenants during the 2023 and 2022 reporting periods.

Assets pledged as security

100% of the Group's inventory, trade receivables and property, plant and equipment (2022: 100%) have been pledged as security to National Australia Bank under the Facilities Agreement in relation to the bank loans noted above.

Interest rates

The commercial bills are subject to a variable interest rate, being the bank bill swap bid rate ('BBSY'). The current weighted average interest rate on the bills is 5.5% (2022: 3.2%).

Capital expenditure commitments

The Group is contractually committed to the following future capital expenditure at balance date, for which no liability is recognised.

	2023 \$'000	2022 \$'000
Property, Plant and Equipment – no longer than 1 year	397	967
	397	967

Note 16: Other financial assets and liabilities

	2023 \$'000	2022 \$'000
Current assets		
Derivative financial instruments – foreign currency forward contracts	-	1,595
	-	1,595
Non-current assets		
Investments held at fair value through profit and loss	2,577	2,577
Loan receivable	472	463
Security deposits	40	211
Prepaid borrowing costs	51	103
Derivative financial instruments – foreign currency forward contracts	-	1,870
	3,140	5,224
Current liabilities		
Derivative financial instruments – foreign currency forward contracts	2,038	-
Derivative financial instruments – interest rate swaps	-	9
	2,038	9
Non-current liabilities		
Derivative financial instruments – foreign currency forward contracts	728	-
Derivative financial instruments – interest rate swaps	-	-
	728	-

The derivative financial instruments above relate to the Group's hedge accounting arrangements. Investments held at fair value through profit and loss relate to investments in unlisted securities. Additional information on the Group's risk management and hedge accounting policies, and information on fair values of the above assets and liabilities are detailed in Note 26.

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Note 17: Share capital

Accounting policy – share capital

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

	2023		2022	
	\$'000	Number	\$'000	Number
Fully paid ordinary share capital				
Beginning of financial year	441,474	252,638,486	465,490	280,708,071
Capital return	-	-	(24,016)	(28,069,585)
End of financial year	441,474	252,638,486	441,474	252,638,486

All shares have equal rights to voting and dividends. The Group's shares have no par value.

Note 18: Dividends

	2023		2022	
	Cents per share	Total \$'000	Cents per share	Total \$'000
2022 final dividend – 60% franked at a tax rate of 30%				
(2022: 2021 final dividend - 60% franked at a tax rate of 30%)	3.4	8,589	2.7	6,821
		8,589		6,821
Adjusted franking account balance		235		2,467

The adjusted franking credit balance includes franking credits that will arise from the settlement of liabilities for income tax and dividends after the end of the year.

Note 19: Reserves

	2023 \$'000	2022 \$'000
Employee equity-settled benefits	1,047	954
Hedging reserve	(1,936)	2,419
Foreign currency translation reserve	389	280
	(500)	3,653

Nature and purpose of reserves

- The employee equity-settled benefits reserve arises on the granting of shares, performance rights and share options to directors and employees. The fair value of share based payments provided to directors and employees of the Group are recorded within the reserve account and amounts are released into issued capital as options are exercised. Further details on share based payments are made in Note 21.
- The hedging reserve represents hedging gains and losses recognised on the effective portion of cash flow hedges. The cumulative deferred gain or loss on the hedge is recognised in the profit and loss when the hedged transaction impacts the profit or loss
- The foreign currency translation reserve contains exchange differences relating to the translation from the functional currencies of the Group's foreign controlled entities into Australian dollars.

Note 20: Key management personnel compensation

The aggregate compensation of the key management personnel of the Group and the company is set out below:

	2023 \$	2022 \$
Short-term employee benefits	3,291,790	3,465,118
Post-employment benefits	178,123	165,688
Share based payments	286,578	234,919
	3,756,491	3,865,725

Note 21: Executive performance rights and share option plan

Accounting policy – share-based payments

Share-based compensation is provided to AVL executives through the Deferred Equity Incentive and the Performance Rights and Option Plan. The fair value of the rights and options granted under these plans is recorded as an employee benefit expense over the period in which the employee becomes unconditionally entitled to the awards, with a corresponding decrease to equity. Further details on the plans and the methods to calculate the fair value of the rights and options is detailed in the next sections.

The following share based payments arrangements were in existence during the current and prior reporting periods.

From the 1st July 2019 – Deferred Equity Incentive

At the beginning of each financial year the board will determine the maximum number of Performance Rights that each executive will be entitled to as Deferred Equity. If the target performance targets (ROCE & EPS) are achieved for the relevant period then those Performance Rights will be converted to AVG shares. These shares will be escrowed for a period of up to 3 years. There were 2,648,996 rights issued in the current year under this plan to employees (2022: 1,445,777). For FY23, the required ROCE target was not met and none of the rights will be converted to shares.

Prior to 30th June 2019 - Performance Rights and Option Plan

Established in August 2012 and ceased in June 18, this long-term incentive provided either a right to an issue of shares or an option to purchase shares. These rights and options are subject to the achievement of set growth rates in earnings per share over a 4-year period up until the vesting date and continuous employment which are assessed annually. The plan was available to senior management as approved by the board. There were no options issued in the current year under this plan to employees as the plan ceased (2022: Nil). These rights and options were priced using a binominal option pricing model.

The table below summarises all rights and options on issue:

	2023 Number	2022 Number
Balance at the beginning of the financial year (i)	2,849,218	3,939,830
Granted during the financial year (ii)	2,648,996	1,445,777
Exercised/converted to shares during the financial year (iii)	(615,688)	(1,750,191)
Lapsed/cancelled during the financial year (iv)	(354,700)	(786,198)
Balance at the end of the financial year (iv)	4,527,826	2,849,218

(i) Balance at the Beginning of the Financial Year

	No.	Vested No.	Unvested No.	Grant Date	Vesting Date	Expiry Date	Exercise Price \$
Options issued 20 December 17	247,500	247,500	-	20/12/17	31/08/20	01/11/22	0.3891
Rights issued 10 December 20	1,155,941	-	1,155,941	10/12/20	30/09/23	31/10/23	Nil
Rights issued 25 February 22	722,888	-	722,888	25/02/22	30/09/22	31/10/22	Nil
Rights issued 25 February 22	722,889	-	722,889	25/02/22	30/09/24	31/10/24	Nil
	2,849,218	247,500	2,601,718				

(ii) Granted during the Financial Year

	No.	Vested No.	Unvested No.	Grant Date	Vesting Date	Expiry Date	Exercise Price \$
Rights issued 8 December 22	1,251,078	-	1,251,078	08/12/22	30/09/23	31/10/23	Nil
Rights issued 8 December 22	1,251,078	-	1,251,078	08/12/22	30/09/25	31/10/25	Nil
Rights issued 16 December 22	146,840	-	146,840	16/12/22	01/02/24	01/04/24	Nil
	2,648,996	-	2,648,996				

The weighted average fair value of the rights granted during the financial year is \$0.48 (2022 issued rights: \$0.70). Rights issued during the year were priced using a binomial option pricing model.

Rights grant date	No.	Grant date Share Price	Exercise Price	Expected Volatility	Option Life (days)	Dividend Yield	Risk-free Interest Rate
Rights issued 8 December 22	1,251,078	0.615	Nil	31.68%	1,301	1.16%	3.07%
Rights issued 8 December 22	1,251,078	0.615	Nil	31.68%	1,043	4.62%	3.07%
Rights issued 16 December 22	146,840	0.62	Nil	30.56%	563	3.87%	3.09%

Note 21: Executive performance rights and share option plan (continued)

(iii) Exercised / converted to shares during the Financial Year

	No.	Vested No.	Unvested No.	Grant Date	Vesting Date	Exercise Date	Exercise Price \$
Options issued 20 December 17	67,500	67,500	-	20/12/17	31/08/20	01/11/22	0.3891
Rights issued 25 February 22	548,188	548,188	-	25/02/22	01/07/22	31/10/22	Nil
	615,688	615,688	-	-			

(iv) Lapsed / cancelled during the Financial Year (includes reduction due to share consolidation in July 21)

	No.	Vested No.	Unvested No.	Grant Date	Vesting Date	Expiry Date	Exercise Price \$
Options issued 20 December 17	180,000	180,000	-	20/12/17	31/08/20	01/11/22	0.3891
Rights issued 25 February 22	174,700	-	174,700	25/02/22	30/09/22	31/10/22	Nil
	354,700	180,000	174,700				

(v) Balance at End of Financial Year

	No.	Vested No.	Unvested No.	Grant Date	Vesting Date	Expiry Date	Exercise Price \$
Rights issued 10 December 20	1,155,941	-	1,155,941	10/12/20	30/09/23	31/10/23	Nil
Rights issued 25 February 22	722,889	-	722,889	25/02/22	30/09/24	31/10/24	Nil
Rights issued 8 December 22	1,251,078	-	1,251,078	08/12/22	30/09/23	31/10/23	Nil
Rights issued 8 December 22	1,251,078	-	1,251,078	08/12/22	30/09/25	31/10/25	Nil
Rights issued 16 December 22	146,840	-	146,840	16/12/22	30/09/24	01/04/24	Nil
	4,527,826	-	4,527,826				

Note 22: Remuneration of auditors

The auditor of Australian Vintage Ltd is Ernst & Young Australia.

	2023 \$	2022 \$
Fees to Ernst & Young Australia		
Fees for auditing the statutory financial report of the parent covering the group and auditing the statutory financial reports of any controlled entities	392,550	368,550
Fees for assurance services that are required by legislation to be provided by the auditor	-	-
Fees for other assurance and agreed-upon-procedures services under other legislation or contractual arrangements where there is discretion as to whether the service is provided by the auditor or another firm	-	-
Fees for other services	-	-
	392,550	368,550
Fees to other overseas member firms of Ernst & Young (Australia)		
Fees for auditing the financial report of any controlled entities	9,000	8,000
	9,000	8,000

Note 23: Contingent liabilities

	2023 \$'000	2022 \$'000
Bank guarantees	5,929	3,682

Bank guarantees relate to the Group's vineyard leases and import duties with overseas tax authorities.

Note 24: Subsidiaries

Name of entity	Country of Incorporation	Ownership of Interest	
		2023 %	2022 %
Parent Entity			
Australian Vintage Ltd	Australia		
Controlled Entity			
Simeon Wines Pty Ltd ⁽¹⁾	Australia	100	100
Vintners Australia Pty Limited ⁽¹⁾	Australia	100	100
Barossa Valley Wine Company Pty Limited ⁽¹⁾	Australia	100	100
Coldridge Development Pty Limited ⁽¹⁾	Australia	100	100
McGuigan Simeon Wines Pty Ltd ⁽¹⁾	Australia	100	100
Mourquong Pty Limited ⁽¹⁾	Australia	100	100
Buronga Hill Pty Limited ⁽¹⁾	Australia	100	100
Austvin Pty Ltd ⁽¹⁾	Australia	100	100
Australian Flavours Pty Limited ⁽¹⁾	Australia	100	100
Austvin Holdings Pty Limited ⁽¹⁾	Australia	100	100
Australian Vintage (Domestic) Pty Ltd ⁽¹⁾	Australia	100	100
Miranda Wines Pty Limited ⁽¹⁾	Australia	100	100
Miranda Wines (Leasing) Pty Limited ⁽¹⁾	Australia	100	100
Miranda Family Investments Pty Limited ⁽¹⁾	Australia	100	100
Miranda Wines Holdings Pty Ltd ⁽¹⁾	Australia	100	100
Australian Vintage (UK) Ltd	United Kingdom	100	100
Australian Vintage (Europe) Ltd	Ireland	100	100

(1) These wholly owned controlled entities have entered into a deed of cross guarantee with Australian Vintage Ltd pursuant to ASIC Corporations (wholly owned companies) Instrument 2016/785 and are relieved from the requirement to prepare and lodge an audited financial report.

As a condition of this Instrument, Australian Vintage Ltd has guaranteed to pay any deficiency in the event of winding up of any of its controlled entities. The controlled entities have also given a similar guarantee in the event Australian Vintage Ltd is wound up. These wholly owned controlled entities all form part of the tax consolidated group. Australian Vintage Ltd is the head entity within the tax consolidated group.

Set out below is a condensed consolidated statement of financial position for the Closed Group.

	2023 \$'000	2022 \$'000
Current Assets	232,280	228,751
Non-Current Assets	247,955	269,210
Total Assets	480,235	497,961
Current Liabilities	65,916	78,460
Non-Current Liabilities	123,241	119,688
Total Liabilities	189,157	198,148
Net Assets	291,078	299,813
Equity	291,078	299,813

The profit and loss of the Closed Group is the same as the Group, as presented in the primary Consolidated statement of profit or loss and other comprehensive income.

Note 25: Related party transactions

Balances and transactions between the Group and its subsidiaries, which are related parties of the Group are eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

Equity interests in related parties

Details of the percentage of ordinary shares held in controlled entities are disclosed in note 24 to the financial statements.

Key management personnel remuneration

Details of key management personnel compensation are disclosed in note 20 to the financial statements.

Other transactions with related parties

There are no other transactions with related parties of the Group during the current or comparative periods.

Note 26: Financial risk management

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

The Group is exposed to certain financial risks including market risk (foreign exchange rates, interest rates), credit risk and liquidity risk. The Group's risk management policies seek to minimise exposure to these risks, where they are material to the Group's operations.

The Group finance team assesses the risk in these areas and evaluates the potential option to minimise the potential impact on the Group. Examples of these risks and management's responses to them are detailed within this note and include entering into derivative financial instrument contracts to offset exposure to foreign currency risk and to variable interest rate risk. The Group does not enter into derivative financial instrument contracts for the purpose of speculating and generally due to this, hedge accounting is able to be applied on such arrangements.

The Board is responsible for approving the Group's risk management policies and the responses to the identified financial risks. See the sections that follow for more detailed information on each area of financial risk.

(a) Financial instruments

Accounting policy – financial instruments

Financial assets at amortised cost

Financial assets at amortised cost are those items that are held with the objective of collecting contractual cash flows (solely payments of principal and interest). These mainly comprise trade receivables, which consist of principal payments contracted to fall on specified dates per the relevant contract. Refer to the accounting policies for the specific asset classes within this category for further details.

Investments held at fair value through profit or loss ('FVTPL')

This category is comprised of unlisted equity investments which the Group has not irrevocably elected to classify at fair value through other comprehensive income. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derivative financial instruments

The Group enters into foreign exchange forward contracts and interest rate swaps in line with the Group's risk management policies in relation to market risk, which are detailed within the sections that follow. Derivatives are initially recognised at fair value when they are entered into and revalued to fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event, changes in fair value are recorded in other comprehensive income in the Consolidated statement of profit or loss and other comprehensive income. Supply contracts entered by the Group which contain embedded derivatives, which meet the requirements of the 'own-use' exemption under AASB 9 are accordingly not treated as derivatives and expensed to profit and loss as the relevant goods or services are supplied to the Group.

Financial liabilities at amortised cost

Financial liabilities at amortised cost consist of trade and other payables, lease liabilities and the Group's borrowings. Refer to the accounting policies for the specific asset classes within this category for further details.

Accounting policy – hedge accounting

Hedge accounting is applied to all the Group's derivative financial instruments provided the requirements of AASB 9 are met. As the Group only enters into derivative contracts for hedging purposes, at any given time all derivatives meet this requirement. The Group has cashflow hedges in relation to the highly probable forecast variable interest payments on its bank loans and highly probable forecast sales and expenses that are denominated in a foreign currency. There are no material sources of ineffectiveness for the Group's hedge relationships. Hedging relationships are formally documented at their inception.

The effective portion of changes in the fair value of derivatives that are designed as and qualify as cash flow hedges are deferred in equity. Any ineffective portion is recorded immediately in profit or loss. Amounts deferred in equity are released to profit or loss when the hedged item is recognised in profit or loss. In the event that a forecast transaction is no longer expected to occur, the cumulative gain or loss that was deferred in equity is recognised immediately in profit or loss.

The table below summarises the financial assets and liabilities held by the Group at balance date.

	2023 \$'000	2022 \$'000
Financial assets		
Financial assets at amortised cost		
Trade and other receivables	39,380	43,005
Loan receivable	472	463
Cash and cash equivalents	6,900	2,548
Derivative financial instruments		
Foreign currency forward contracts	-	3,465
Investments held at fair value through profit and loss ('FVTPL')	2,577	2,577
Other	91	314
Total	49,420	52,372

Note 26: Financial risk management (continued)

(a) Financial instruments (continued)

	2023 \$'000	2022 \$'000
Financial liabilities		
Liabilities at amortised cost		
Trade and other payables	50,462	63,210
Lease liabilities	73,890	48,370
Borrowings	55,000	77,000
Derivative financial instruments		
Foreign currency forward contracts	2,766	-
Interest rate swaps	-	9
Total	182,118	188,589

Fair value measurements

Details on the methods used to value the Group's assets and liabilities recorded at fair value are noted below.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Forward Exchange Contracts ('FECs')

FECs are measured using models which utilise inputs such as quoted foreign currency exchange rates, the date of maturity of each contract and foreign currency futures curves. Credit risk on these contracts is considered in the valuation and is generally not material. These are Level 2 valuations.

Interest rate swaps

Interest rate swaps are measured using models which utilise inputs such as quoted interest rates, the date of maturity of each contract and interest rate futures curves. Credit risk on these contracts is considered in the valuation and is generally not material. These are Level 2 valuations.

Biological assets

Prior to harvest, grapes growing on the Group's owned and leased vines are measured using published district prices relevant to the region and grape variety and expected yields from the vineyards. At balance date all grapes have been harvested and are based on actual quantities rather than estimates. There are no biological assets on hand at balance date, as the grapes have been harvested, crushed and accounted for in the cost of the wine under AASB 2 Inventories. These are Level 2 valuations.

Investments held at fair value through profit or loss ('FVTPL')

Investments held at FVTPL are measured using two significant inputs, being business valuation multiples for comparable companies and profit forecasts for the business. These are Level 3 valuations.

The fair value of all financial assets and liabilities except derivative financial instruments and investments held at fair value through profit or loss, approximate their carrying value due to their short term nature and borrowings being subject to a variable interest rate.

(b) Market risk

(i) Foreign exchange risk

Description of risk

The Group's activities, including sales of wine products overseas denominated in foreign currencies exposes it to foreign exchange risk. The key currencies relevant to the Group's foreign exchange risk are the British Pound ('GBP'), Canadian Dollar ('CAD'), United States Dollars ('USD'), New Zealand Dollar ('NZD') and Euro ('EUR'). This risk is due to forecast transactions denominated in these currencies, which is different to the Group's functional and presentational currency of Australian Dollars ('AUD'), as well as assets and liabilities recognised on the consolidated statement of financial position, which are denominated in these foreign currencies.

Management of risk

The Group manages this risk by entering into Forward Exchange Contracts ('FECs') to fix the conversion of foreign denominated cashflows into AUD. This activity is governed by the Board approved Foreign Exchange Management Policy. The key details of this policy are as follows (applied to forecast net revenues and expenses of highly probable foreign denominated transactions):

- 25-75% of net exposure for the next 12 months
- 0-50% of net exposure for between 1 year and 2 years
- 0-25% of net exposure for between 3 years and 4 years

Note 26: Financial risk management (continued)

(b) Market risk (continued)

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in AUD is as follows:

2023 (AUD \$'000)	USD	GBP	EUR	CAD	Total
Cash	24	791	81	6	902
Trade receivables	-	16,197	3,077	753	20,027
Trade payables	(2,559)	(5,403)	(78)	-	(8,040)
Foreign currency forwards (buy foreign currency – cash flow hedges)	-	(2,087)	(463)	(216)	(2,766)
2022 (AUD \$'000)	USD	GBP	EUR	CAD	Total
Cash	83	1,245	42	1	1,371
Trade receivables	142	11,170	1,981	1,577	14,870
Trade payables	(1,843)	(8,639)	(44)	-	(10,526)
Foreign currency forwards (buy foreign currency – cash flow hedges)	-	3,322	363	(220)	3,465

Effects of hedge accounting on the financial position and performance

The effects of FEC's on the Group's financial position and performance are as follows:

	2023 (AUD \$'000 – unless stated otherwise)	2022 (AUD \$'000 – unless stated otherwise)
Type of hedge	Cash flow hedge	Cash flow hedge
Carrying amount of asset / (liability)	(2,766)	3,465
Notional amount (GBP)	55,940	35,395
Notional amount (EUR)	12,675	1,800
Notional amount (CAD)	4,950	4,199
Maturity date ⁽¹⁾	Jul '23 – Apr '26	Jul '22 – Mar '25
Hedge ratio	1:1	1:1
Net change in fair value of outstanding hedging instruments since 1 July	(6,230)	1,824
Net change in value of hedged item used to determine hedge effectiveness	6,230	(1,824)
Weighted average hedged rate for the year (GBP)	GBP 0.54: AUD 1	GBP 0.53: AUD 1
Weighted average hedged rate for the year (EUR)	EUR 0.62: AUD 1	EUR 0.58: AUD 1
Weighted average hedged rate for the year (CAD)	CAD 0.92: AUD 1	CAD 0.93: AUD 1

(1) The table below sets out the maturity dates of the Group's FEC's based on their gross notional amounts (in denominated currency, '000).

	Maturity date within 1 year	Maturity date 1-2 years	Maturity date 2-3 years	Total notional value of FEC's
As at 30 June 2023				
GBP	26,440	20,000	9,500	55,940
EUR	6,050	4,750	1,875	12,675
CAD	2,500	1,400	1,050	4,950
As at 30 June 2022				
GBP	10,395	16,000	9,000	35,395
EUR	1,800	-	-	1,800
CAD	2,699	1,200	300	4,199

Note 26: Financial risk management (continued)

(b) Market risk (continued)

Sensitivity

Below is a sensitivity analysis on the Group's profit and cash flow hedge reserve in the case of a strengthening or weakening of the AUD against the significant foreign currencies the Group deals in.

2023 (AUD \$'000)	USD	GBP	EUR	CAD
<i>Impact on profit (pre-tax)</i>				
AUD strengthened by 10% against each referenced currency	2,683	(3,049)	(1,007)	45
AUD weakened by 10% against each referenced currency	(3,279)	3,727	1,231	(55)
<i>Impact on cash flow hedge reserve</i>				
AUD strengthened by 10% against each referenced currency	-	(10,655)	(2,078)	(561)
AUD weakened by 10% against each referenced currency	-	10,655	2,078	561
2022 (AUD \$'000)	USD	GBP	EUR	CAD
<i>Impact on profit (pre-tax)</i>				
AUD strengthened by 10% against each referenced currency	1,368	(1,213)	(755)	(171)
AUD weakened by 10% against each referenced currency	(1,672)	1,483	923	209
<i>Impact on cash flow hedge reserve</i>				
AUD strengthened by 10% against each referenced currency	-	6,241	(923)	(209)
AUD weakened by 10% against each referenced currency	-	6,241	923	209

(i) Interest rate risk

Description of risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. Group policy is to hedge between 0% and 70% of its borrowings, depending on qualitative factors and the Board's risk appetite at fixed rate using floating-to-fixed interest rate swaps to achieve this when necessary.

Management of risk

There are currently no interest rate swaps in place (2022 – 32% coverage of variable loan principal outstanding as at balance date). The fixed interest rates of the swaps in the prior year were 1.3%.

Effects of hedge accounting on the financial position and performance

The effects of the interest rate swaps on the Group's financial position and performance are as follows:

	2023 (AUD \$'000)	2022 (AUD \$'000)
Type of hedge		Cash flow hedge
Carrying amount of asset (liability)		(9)
Notional amount		25,000
Maturity date	Not applicable – no interest	Jul '22 – Aug '22
Hedge ratio	rate swaps in place as at	1:1
Change in fair value of outstanding hedging instruments since 1 July	30 June 2023	543
Change in value of hedged item used to determine hedge effectiveness		(543)

Sensitivity

The profit or loss of the Group would be impacted by changes in interest rates as it relates to the unhedged portion of the Group's borrowings, which attracts variable interest. If interest rates were 250 basis points higher/lower, profit would have decreased/increased by \$2.0m (2022: if interest rates were 250 basis points higher/lower, profit would have decreased/increased by \$1.3m).

Note 26: Financial risk management (continued)

(c) Credit risk

Description of risk

The Group is exposed to credit risk from the following sources: credit extended to customers by way of sale of goods on normal trading terms and counterparty credit risk with respect to financial institutions where the Group holds cash deposits and has entered into contracts for derivative financial instruments.

Management of risk

Financial institutions: The Group only deals with financial institutions with an investment grade credit rating and any banking arrangements require approval from the Board. The Group's banker is National Australia Bank, which has a strong long-term credit rating.

Trading: The Group has a significant number of customers from trading, which are spread across several country jurisdictions. Group management has a dedicated credit team who are responsible for performing credit worthiness reviews on every customer before credit is granted to them in line with the Group's credit policy. The Group only extends credit when such checks are performed, and the Group is satisfied any credit granted to the customer will be payable by that party. Where required by the policy, credit guarantee insurance may be taken out. Aging of debtor balances and assessments of recoverability of the Group's debtor book is reported to the Board on a monthly basis for their review.

Impairment of financial assets – trade receivables

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics.

The expected loss rates are based on grouping customers of a similar geography and business type and estimating a loss rate by analysing past write-offs including the current financial year and adjusting these historical rates to reflect current and forward looking macroeconomic factors. Adjustments made to the historical rates are not material.

The basis for the Group's calculation is summarised below:

As at 30 June 2023	Expected loss rate %	Gross carrying amount (\$'000)	Provision (\$'000)
Domestic	0.3	10,107	34
Export	0.4	23,615	99
Bulk	2.5	4,104	103
		37,826	236

As at 30 June 2022	Expected loss rate %	Gross carrying amount (\$'000)	Provision (\$'000)
Domestic	0.4	21,123	93
Export	0.6	16,876	101
Bulk	2.0	3,775	76
		41,774	270

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments for a period of greater than 120 days past due.

	2023 \$'000	2022 \$'000
Movement in the credit loss allowance		
Balance at the beginning of the year	(270)	(464)
Allowance released / (impairment recognised) on receivables	34	160
Amounts written off as not collectable	-	34
Balance at the end of the year	(236)	(270)

Note 26: Financial risk management (continued)

(d) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Included below is a listing of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

	2023 \$'000	2022 \$'000
Total facilities		
Bank overdrafts	5,000	5,000
Bank facilities	84,350	101,294
	<u>89,350</u>	<u>106,294</u>
Used at 30 June		
Bank overdrafts	-	-
Bank facilities	60,929	83,626
	<u>60,929</u>	<u>83,626</u>
Unused at 30 June		
Bank overdrafts	5,000	5,000
Bank facilities	23,421	17,668
	<u>28,421</u>	<u>22,668</u>

The following table details the Group's financial liabilities that will be settled on a gross basis and their maturities. The amounts disclosed below are undiscounted contractual cashflows. When the amount payable or receivable is not fixed, the amount disclosed has been determined by reference to the projected interest rates or foreign exchange rates, as is relevant. Contractual obligations that are settled on a net-basis are presented as net cashflows. The bank facilities above are inclusive of the bank guarantee that is disclosed in note 23.

2023 (\$'000)	Within 3 months	3-12 months	1-5 years	5 years +	Total	Carrying amount of (asset) / liability
Non-derivatives						
Trade and other payables	50,462	-	-	-	50,462	50,462
Bank facilities	1,101	3,303	66,225	-	70,629	55,000
Lease liabilities	3,070	9,072	45,556	41,707	99,405	73,890
Total non-derivatives	54,633	12,375	111,781	41,707	220,496	179,352
Derivatives						
Forward exchange contracts	(845)	(1,597)	(1,870)	-	(2,766)	(2,766)
Total Derivatives	(845)	(1,597)	(1,870)	-	(2,766)	(2,766)
2022 (\$'000)	Within 3 months	3-12 months	1-5 years	5 years +	Total	Carrying amount of (asset) / liability
Non-derivatives						
Trade and other payables	63,210	-	-	-	63,210	63,210
Bank facilities	540	1,619	82,571	-	84,730	77,000
Lease liabilities	2,388	7,247	28,157	23,951	61,743	48,370
Total non-derivatives	66,138	8,866	110,728	23,951	209,683	188,580
Derivatives						
Forward exchange contracts	2	(1,597)	(1,870)	-	(3,465)	(3,465)
Interest rate swaps	9	-	-	-	9	9
Total Derivatives	11	(1,597)	(1,870)	-	(3,456)	(3,456)

Note 27: Events after the reporting period

There have been no other matters or circumstances, other than that referred to in the financial statements or notes thereto, that have arisen since the end of the financial year, that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Note 28: Parent entity

The ultimate parent company of the Group is Australian Vintage Ltd. The below tables detail the financial position at balance date, the profit and loss for the financial year and other information regarding the parent entity.

	2023 \$'000	2022 \$'000
Financial Position		
Assets		
Current assets	228,373	229,941
Non-current assets	290,818	290,840
Total assets	519,191	520,781
Liabilities		
Current liabilities	61,241	71,440
Non-current liabilities	248,617	219,108
Total liabilities	309,858	290,548
Net Assets	209,333	230,233
Equity		
Issued Capital	441,474	441,474
Accumulated Losses	(230,380)	(222,046)
Profit reserve	(796)	7,509
Equity-settled employee benefits reserve	1,048	954
Hedging reserve	(1,936)	2,418
Foreign currency translation reserve	(77)	(76)
Total equity	209,333	230,233
	Year ended 30 June 2023 \$'000	Year ended 30 June 2022 \$'000
Profit and loss		
Profit for the year	(8,049)	5,026
Other comprehensive income	(4,354)	1,611
Total comprehensive income	(12,403)	6,637

The contingent liabilities and capital commitments of the parent entity are the same as those of the Group, which are detailed in note 23 and note 15, respectively. The parent entity has entered into a deed of cross guarantee with subsidiaries as indicated in note 24.

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Chief Financial Officer

Adam Rigano

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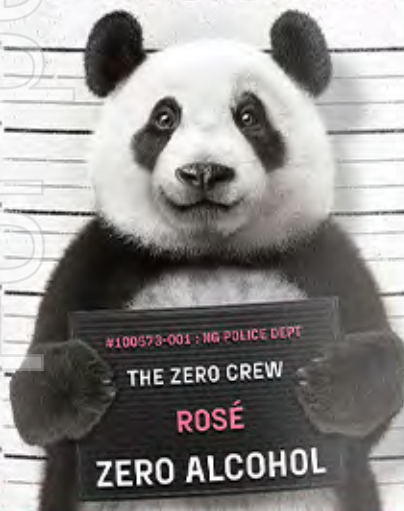
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FLAVOUR ZERO ALCOHOL FULL FLAVOUR

NÔT GUILTY

FLAVOUR ZERO ALCOHOL FULL FLAVOUR

NÔT GUILTY



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THE ZERO CREW
ROSÉ
ZERO ALCOHOL

FLAVOUR ZERO ALCOHOL FULL FLAVOUR

NÔT GUILTY

FLAVOUR ZERO ALCOHOL FULL FLAVOUR

NÔT GUILTY



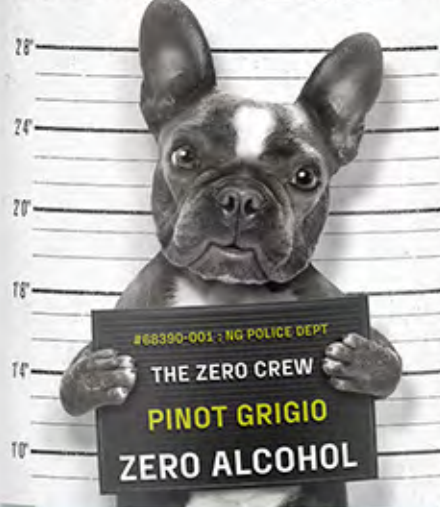
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THE ZERO CREW
RED BLEND
ZERO ALCOHOL

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NÔT GUILTY



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PINOT GRIGIO
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