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**IS-RAYFAST LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**IS-RAYFAST LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	D S Goode J Morrison
<b>Company secretary</b>	J Morrison
<b>Registered number</b>	01408491
<b>Registered office</b>	10-11 Charterhouse Square London EC1M 6EE

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**IS-RAYFAST LIMITED**

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## IS-RAYFAST LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022

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#### Principal activities and future developments

The principal activity of the Company is the distribution of high performance electrical interconnect and electro mechanical components. The Directors anticipate that the principal activity will continue for the foreseeable future.

#### Business review, key performance indicators and principal risks and uncertainties

The Company is managed as part of an overall group of companies whose ultimate parent company is Diploma PLC ("the Group"). The Directors report revenue for the year ended 30 September 2022 of £40,351,000 (2021: £37,303,000) and gross profit of £12,161,000 (2021: £11,063,000). Operating profit reduced from £8,216,000 to £7,990,000. Revenue increased in each of the Company's primary geographical and market sectors, driven by an effective sales strategy and a focus on delivering excellent customer satisfaction. Operating profit reduced due to an increase in distribution and administration costs, largely as a result of the rising cost of international shipping and the increase in headcount. The Statement of Comprehensive Income shows a profit after taxation of £6,409,000 (2021: £6,633,000). The net assets as at 30 September 2022 were £11,851,000 (2021: £12,442,000).

The principal risks and uncertainties of the Company are integrated with the principal risks and uncertainties of the Group and are not managed separately.

Key to the continued success of the Company is the ability to identify and manage effectively the risks to the business. Accordingly, in common with the Group generally, the Company has well-defined, rigorous policies and processes designed to identify, mitigate and control risk. The primary risks that have the potential to adversely impact the business over the next twelve months are considered to be as follows:

- Downturn/instability in major markets: Adverse changes in the major markets in which the Company operates can have a significant impact on performance. The Company identifies key market drivers and monitor the trends and forecasts, as well as maintaining close relationships with key customers.
- Loss of key personnel - the Company is built upon a strong management team and the loss of key personnel can have an impact on the company. The company places high importance on developing and rewarding key employees to help in mitigating this risk.
- Inventory - working capital management is critical to the success of the Company and the principal risk to working capital is inventory obsolescence, excess stock and write-off. Inventory write-offs are controlled and managed by maintaining an appropriate inventory provision policy and perpetual inventory counts.

#### Financial key performance indicators

The key performance indicators which the Directors use to monitor and manage performance of the Company are revenue, operating profit and profit after tax which are all disclosed and discussed in the business review above.

Full disclosure of the Group's financial risk management policies are set out on pages 82 to 88 in the consolidated financial statements of Diploma PLC which are prepared under International Financial Reporting Standards.

The matters required to be discussed in the Business Review, which include the key performance indicators and principal risks and uncertainties, are set out in the Annual Report of Diploma PLC on pages 82 to 88. A copy of this is available on the website at [www.diplomapl.com](http://www.diplomapl.com) or can be obtained from the Group Company Secretary, Diploma PLC, 10-11 Charterhouse Square, London, EC1M 6EE.

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**IS-RAYFAST LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**Directors' statement of compliance with duty to promote the success of the Company**

The Directors' statement of compliance with Section 172(1), their duty to promote the success of the Company, is synonymous with the Section 172(1) statement relating to the Group, and is set out in the Annual Report of Diploma PLC on page 72. A copy of this is available on the website at [www.diplomapl.com](http://www.diplomapl.com) or can be obtained from the Group Company Secretary, Diploma PLC, 10-11 Charterhouse Square, London, EC1M 6EE.

**Going concern**

At 30 September 2022, the Company had net assets of £11,851,000 (2021: £12,442,000). The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The going concern position of the Company is linked to that of the wider Group due to the cross guarantees on financing given by a number of Group companies as well as the provision of a letter of financial support from the ultimate parent company, Diploma PLC in respect of the going concern status of various Group companies.

The Group's balance sheet is strong and working capital is well controlled. On 13 October 2020, the Group entered into a debt facility agreement (SFA) which comprised a three-year term loan for an aggregate principal amount of £136.0m (\$170.0m) and a committed multi-currency revolving facility for an aggregate principal amount of £135.0m, which was increased to £185.0m during the previous financial year.

During the year the Group has amended the SFA to increase the total facility size. As at 30 September 2022, the SFA comprises a committed multi-currency revolving facility for an aggregate principal amount of £359.7m, an amortising term loan for an aggregate principal amount of £114.2m (\$127.5m), a bullet term loan for an aggregate principal amount of £59.1m (\$66.0m) and a further bullet term loan for an aggregate principal amount of £45.3m. The SFA is due to expire in December 2024 and there is an option to extend for a further 12-month period.


The Group's debt facilities are subject to interest at variable rates. During the year, the Group entered into interest rate swap contracts with the effect of fixing the interest rate on \$100m (£89.6m) of debt. The effective fixed rate debt was 24% as a proportion of total debt. Subsequent to the year end, the Group entered into further interest rate swap contracts with the effect of fixing the interest rate on an additional \$100m of debt.

At 30 September 2022, the Group's Net Debt/EBITDA was 1.4x, and year end headroom was £204m on the Group's undrawn committed funds.

The Group has considerable financial resources, together with a broad spread of customers and suppliers across different geographic areas and sectors, often secured with longer term agreements. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully as described in the strategic report.

The Directors of the Company are satisfied that there are no material events or uncertainties that they are aware of which will impact the ability of the Company to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

The financial statements on pages 9 to 31 were approved by the Board of Directors on 29 March 2023 and signed on its behalf.

DocuSigned by:  
  
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**D S Goode**  
Director

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**IS-RAYFAST LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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

**Results and dividends**

The profit for the year, after taxation, amounted to £6,409,000 (2021: 6,633,000).

An interim dividend of £7,000,000 (2021: £6,000,000) was paid during the year. The Directors do not recommend a final dividend (2021: £nil).

An indication of future developments of the Company and details of the use of the going concern assumption are included in the Strategic Report and form part of this report by cross-reference.

**Directors**

The Directors who served during the year and up to the date of this report was:

D S Goode  
B Gibbes (resigned 30 September 2022)  
J Morrison (appointed 1 October 2022)

**Statements on business relationships and employee engagement**

The Directors' statements on business relationships and employee engagement are addressed by the statement of compliance with duty to promote the success of the Company (Section 172(1)) found in the Strategic Report (page 2).

**Disclosure of information to auditors**

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

**Qualifying third party indemnity provisions**

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which were made during the year and remain in force at the date of this report.

**Independent Auditors**

The auditor, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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**IS-RAYFAST LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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This report was approved by the Board on 29 March 2023 and signed on its behalf.

DocuSigned by:

*David Goode*

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**D S Goode**

Director

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**IS-RAYFAST LIMITED**

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

# Independent auditors' report to the directors of IS-Rayfast Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, IS-Rayfast Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 30 September 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does

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## IS-RAYFAST LIMITED

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not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Strategic report and Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 30 September 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### **Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and relevant UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent journal entries to manipulate the financial performance and management bias in accounting estimates, in particular relating to the understatement of inventory provisions, in order to manipulate

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## IS-RAYFAST LIMITED

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financial performance to improve results or achieve bonus targets. Audit procedures performed by the engagement team included:

- enquiring of local and group management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud
- inspecting Board minutes
- challenging assumptions and judgements made by management in the accounting estimates
- *incorporating elements of unpredictability into our work*
- identifying and testing higher risk journal entries, including those posted with unusual account combinations
- reviewing financial statement disclosures and testing these to supporting documentation to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### Use of this report

This report, including the opinions, has been prepared for and only for the company's directors as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## Other required reporting

### Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Christopher Burns (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
29 March 2023

## IS-RAYFAST LIMITED

STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 SEPTEMBER 2022

	Note	2022 £000	2021 £000
Revenue	4	40,351	37,303
Cost of sales		(28,190)	(26,240)
<b>Gross profit</b>		<b>12,161</b>	<b>11,063</b>
Distribution costs		(780)	(495)
Administrative expenses		(3,391)	(2,352)
<b>Operating profit</b>	5	<b>7,990</b>	<b>8,216</b>
Interest payable and similar expenses	9	(88)	(15)
<b>Profit before tax</b>		<b>7,902</b>	<b>8,201</b>
Tax on profit	10	(1,493)	(1,568)
<b>Profit for the financial year</b>		<b>6,409</b>	<b>6,633</b>
<b>Items that will not be reclassified to profit or loss:</b>			
<b>Total comprehensive income for the year</b>		<b>6,409</b>	<b>6,633</b>

The notes on pages 13 to 31 form part of these financial statements.

All amounts relate to continuing operations.

**IS-RAYFAST LIMITED**  
**REGISTERED NUMBER: 01408491**

**BALANCE SHEET**  
**AS AT 30 SEPTEMBER 2022**

	Note	2022 £000	2021 £000
<b>Fixed Assets</b>			
Goodwill	12	1,714	1,714
Tangible assets	13	2,218	637
		<u>3,932</u>	<u>2,351</u>
<b>Current assets</b>			
Stocks	14	7,854	5,980
Debtors: amounts falling due within one year	15	9,397	10,080
Cash at bank and in hand	16	2,834	1,886
		<u>20,085</u>	<u>17,946</u>
Creditors: amounts falling due within one year	17	(10,104)	(7,779)
<b>Net current assets</b>		<u>9,981</u>	<u>10,167</u>
<b>Total assets less current liabilities</b>		<u>13,913</u>	<u>12,518</u>
Creditors: amounts falling due after more than one year	18	(2,062)	(62)
		<u>11,851</u>	<u>12,456</u>
<b>Provisions for liabilities</b>			
Deferred taxation	19	-	(14)
		<u>-</u>	<u>(14)</u>
<b>Net assets</b>		<u>11,851</u>	<u>12,442</u>
<b>Capital and reserves</b>			
Called up share capital	21	160	160
Profit and loss account		11,691	12,282
<b>Total shareholders' funds</b>		<u>11,851</u>	<u>12,442</u>

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**IS-RAYFAST LIMITED**  
**REGISTERED NUMBER: 01408491**

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**BALANCE SHEET (CONTINUED)**  
**AS AT 30 SEPTEMBER 2022**

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The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 March 2023.

DocuSigned by:

*David Goode*

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**D S Goode**

Director

The notes on pages 13 to 31 form part of these financial statements.

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**IS-RAYFAST LIMITED**


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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Shareholders' funds</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 October 2020	160	11,649	11,809
<b>Comprehensive income for the year</b>			
Profit for the year	-	6,633	6,633
<b>Total comprehensive income for the year</b>	-	6,633	6,633
Dividends (Note 11)	-	(6,000)	(6,000)
At 30 September 2021	160	12,282	12,442
<b>Comprehensive income for the year</b>			
Profit for the year	-	6,409	6,409
<b>Total comprehensive income for the year</b>	-	6,409	6,409
Dividends (Note 11)	-	(7,000)	(7,000)
<b>At 30 September 2022</b>	<b>160</b>	<b>11,691</b>	<b>11,851</b>

The notes on pages 13 to 31 form part of these financial statements.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**1. General information**

IS-Rayfast Limited is a private company, limited by shares, incorporated and domiciled in the United Kingdom under Companies Act 2006 and registered in England and Wales. The address of the registered office is 10-11 Charterhouse Square, London, EC1M 6EE, changed from 12 Charterhouse Square, London, EC1M 6AX on 5 January 2022. The Company's financial statements are presented in UK Sterling and all values are rounded to the nearest thousand pounds (£000), except where otherwise indicated.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

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

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

**New accounting standards**

There were no new standards, amendments or interpretations to existing standards which have had a significant impact on the results or financial position of the Company for the year ended 30 September 2022.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

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

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
  - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.3 Going concern**

At 30 September 2022, the Company had net assets of £11,851,000 (2021: £12,442,000). The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The going concern position of the Company is linked to that of the wider Group due to the cross guarantees on financing given by a number of Group companies as well as the provision of a letter of financial support from the ultimate parent company, Diploma PLC in respect of the going concern status of various Group companies.

The Group's balance sheet is strong and working capital is well controlled. On 13 October 2020, the Group entered into a debt facility agreement (SFA) which comprised a three-year term loan for an aggregate principal amount of £136.0m (\$170.0m) and a committed multi-currency revolving facility for an aggregate principal amount of £135.0m, which was increased to £185.0m during the previous financial year.

During the year the Group has amended the SFA to increase the total facility size. As at 30 September 2022, the SFA comprises a committed multi-currency revolving facility for an aggregate principal amount of £359.7m, an amortising term loan for an aggregate principal amount of £114.2m (\$127.5m), a bullet term loan for an aggregate principal amount of £59.1m (\$66.0m) and a further bullet term loan for an aggregate principal amount of £45.3m. The SFA is due to expire in December 2024 and there is an option to extend for a further 12-month period.

The Group's debt facilities are subject to interest at variable rates. During the year, the Group entered into interest rate swap contracts with the effect of fixing the interest rate on \$100m (£89.6m) of debt. The effective fixed rate debt was 24% as a proportion of total debt. Subsequent to the year end, the Group entered into further interest rate swap contracts with the effect of fixing the interest rate on an additional \$100m of debt.

At 30 September 2022, the Group's Net Debt/EBITDA was 1.4x, and year end headroom was £204m on the Group's undrawn committed funds.

The Group has considerable financial resources, together with a broad spread of customers and suppliers across different geographic areas and sectors, often secured with longer term agreements. As a consequence, the Directors believe that the Group is well placed to manage its business risks successfully as described in the strategic report.

Diploma PLC, the ultimate parent company of the Company has provided a letter of support to the Company for a period of at least twelve months from the date of these financial statements confirming that it will provide adequate financial support to the Company to allow the Company to meet its financial obligations as they fall due.

The Directors of the Company are satisfied that there are no material events or uncertainties that they are aware of which will impact the ability of the Company to continue as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.4 Goodwill**

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired. Cost comprises the fair value of assets given and liabilities assumed.

Goodwill is capitalised as an intangible asset and is not amortised. Instead it is reviewed annually for impairment with any impairment in carrying value being charged to the Statement of Comprehensive Income.

**2.5 Foreign currency translation**

**Functional and presentation currency**

The Company's functional and presentational currency is UK Sterling.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

**2.6 Dividends**

Equity dividends are recognised when they become legally payable.

Provision is made for the amount of any approved and irrevocable equity dividend declared on or before the end of the financial year.

**2.7 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue, with regard to the time value of money, can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue, with regard to the time value of money, is recognised:

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Revenue from the sale of goods is recognised on the satisfaction of performance obligations, such as the transfer of a promised good, identified in the contract between the Company and the customer.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.8 Leases**

**The Company as a lessee**

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, being the initial amount of the lease liability adjusted for any lease payments made at or before commencement date.

Lease liabilities are recorded at the present value of lease payments. Leases are discounted at the Company's incremental borrowing rate, being the rate that the Company would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are depreciated on a straight-line basis over the lease term, or useful life if shorter.

Interest is recognised on the lease liability, resulting in a higher finance cost in the earlier years of the lease term.

Lease payments relating to low value assets or to short-term leases are recognised as an expense on a straight-line basis over the lease term. Low value assets are those with an annual lease payment of less than £5,000. Short-term leases are those with 12 months or less duration.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

**2.9 Pensions**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

**2.10 Interest payable**

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.11 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**2.12 Tangible assets**

Tangible assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.12 Tangible assets (continued)**

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows ("ROU" stands for right-of-use):

Leasehold property	- ROU asset - life of lease
Plant and machinery	- 4 to 7 years owned, ROU asset - life of lease
Motor vehicles	- 4 years owned, ROU asset - life of lease
Fixtures and fittings	- 3 to 10 years owned, ROU asset - life of lease
Leasehold improvements	- 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

**2.13 Stocks**

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on an actual cost basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Statement of Comprehensive Income.

**2.14 Debtors**

Debtors and other receivables are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 60 days and are therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional. The company holds the trade receivables with the objective of collecting the contractual cash flows, and so it measures them subsequently at amortized cost using the effective interest method.

The Company applies a simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. The expected loss rates are based on the historical loss rates of the Company and these historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.15 Creditors**

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

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

Creditors are held as current liabilities, unless payment is due in more than 12 months.

**2.16 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.17 Cost of sales**

Costs directly attributable to the sales of goods are recognised within cost of sales.

**2.18 Share capital and reserves**

Ordinary shares are classified as equity and reflected as share capital.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The application of the Company's accounting policies requires the use of management judgement and estimation, which often involves assumptions regarding future events which can vary from what is anticipated. The preparation of the Company's financial statements does not require management to make any critical accounting judgements, assumptions or estimates with regard to assets or liabilities that could potentially have a material adjustment to the carrying amount of assets or liabilities in the next 12 months.

The Directors believe that the financial statements reflect appropriate judgements and estimates and provide a true and fair view of the Company's performance and financial position.

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**4. Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognised when control of the goods has been transferred to the customer, which is usually upon dispatch, or in line with terms agreed with individual customers and when the amount of revenue and costs incurred can be measured reliably. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. Revenue is attributable to one principal activity of the Company and all revenue is considered to be point-in-time. There are no contracts with variable consideration and there are no capitalised contract costs recognised by the Company.

Analysis of turnover by country of destination:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
United Kingdom	<b>25,268</b>	22,442
Rest of Europe	<b>9,286</b>	9,028
Rest of the world	<b>5,797</b>	5,833
	<u><b>40,351</b></u>	<u>37,303</u>

There were no contract assets or contract liabilities included in trade and other receivables (note 15) and trade and other payables (note 17) (2021: none).

Timing of revenue recognition:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Goods and services transferred at a point in time	<b>40,351</b>	37,303
	<u><b>40,351</b></u>	<u>37,303</u>

**5. Operating profit**

The operating profit is stated after charging/(crediting)

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Depreciation of tangible assets	<b>599</b>	470
Exchange differences	<b>(193)</b>	(138)
Defined contribution pension cost	<b>206</b>	188
	<u><b>206</b></u>	<u>188</u>

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**6. Auditors' remuneration**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Fees payable to the Company's auditors and their associates for the audit of the Company's annual financial statements	<b>54</b>	<b>54</b>

There were no fees payable for non-audit services (2021: £Nil).

**7. Employees**

Staff costs were as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	<b>4,601</b>	<b>3,795</b>
Social security costs	<b>393</b>	<b>331</b>
Other pension costs	<b>206</b>	<b>188</b>
	<b>5,200</b>	<b>4,314</b>

The average monthly number of employees, including the Directors, during the year was as follows:

	<b>2022</b>	<b>2021</b>
	<b>No.</b>	<b>No.</b>
Manufacturing	<b>22</b>	<b>19</b>
Administration, sales and distribution	<b>85</b>	<b>81</b>
	<b>107</b>	<b>100</b>

**8. Directors' remuneration**

No Directors received emoluments during the year in respect of their services to the Company (2021: none). The Directors were all remunerated by other group companies and this was not in respect of their directorships of the Company. Their remuneration is wholly disclosed in the financial statements of those companies, not being separately allocable to the Company.

## IS-RAYFAST LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022

## 9. Interest payable

	2022 £000	2021 £000
Interest on lease liabilities	88	15
	<u>88</u>	<u>15</u>

## 10. Tax on profit

	2022 £000	2021 £000
<b>Corporation tax</b>		
Current tax on profits for the year	1,551	1,558
Adjustments in respect of previous periods	11	-
<b>Total current tax</b>	<u>1,562</u>	<u>1,558</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	(69)	10
<b>Total deferred tax</b>	<u>(69)</u>	<u>10</u>
<b>Taxation on profit</b>	<u>1,493</u>	<u>1,568</u>

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Profit before tax	<u>7,902</u>	<u>8,201</u>
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	1,501	1,558
<b>Effects of:</b>		
Adjustments to tax charge in respect of prior periods	11	-
Other timing differences leading to an (decrease)/increase in taxation	(19)	10
<b>Total tax charge for the year</b>	<u>1,493</u>	<u>1,568</u>

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**10. Tax on profit (continued)****Factors that may affect future tax charges**

The rate of corporation tax will rise to 25% from 1 April 2023, as enacted by the Finance Act 2021. Profits earned in financial year 2023 will be subject to taxation at a hybrid rate of 22% and subsequent financial periods thereafter will be taxed at 25%. The UK deferred tax assets and liabilities have been calculated by reference to the future UK Corporation tax rate of 25% (2021: 25%) as substantively enacted at the balance sheet date.

**11. Dividends**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Dividends	<b>7,000</b>	<b>6,000</b>
	<u><b>7,000</b></u>	<u><b>6,000</b></u>

Dividends of £43.75 per ordinary share (2021: £37.50) were paid during the year.

**12. Goodwill**

	<b>£000</b>
<b>Cost and net book value</b>	
At 1 October 2021	<b>1,714</b>
<b>At 30 September 2022</b>	<u><b>1,714</b></u>

Goodwill is tested for impairment annually. The impairment test requires a "value in use" valuation to be prepared using discounted cash flow forecasts. The cash flow forecasts are based on a combination of annual budget and the Company's strategic plan which is aligned with that of the Group. Beyond five years, cash flow projections utilise a perpetuity growth rate of 2% (2021: 2%). The cash flow forecasts are discounted using a single market derived pre-tax discount rate of 14% (2021: 11%).

The key assumptions used to prepare the cash flow forecasts relate to gross margins, revenue growth rates and the discount rate. The gross margins are assumed to remain sustainable, which is supported by historical experience; revenue growth rates generally approximate to the long term average rates for the markets in which the business operates. The annual growth rate used in the cash flow forecast for the next five years represents the budgeted rates for 2022 and thereafter, average growth rates; these annual growth rates then reduce to 2% over the longer term.

Based on the criteria set out above, no impairment in the value of goodwill was identified.

## IS-RAYFAST LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022

## 13. Tangible assets

	Leasehold property £000	Leasehold improvements £000	Plant and machinery £000	Motor vehicles £000	Fixtures and fittings £000
<b>Cost</b>					
At 1 October 2021	544	838	644	253	591
Additions	2,039	-	2	16	123
At 30 September 2022	<u>2,583</u>	<u>838</u>	<u>646</u>	<u>269</u>	<u>714</u>
<b>Depreciation</b>					
At 1 October 2021	396	775	435	133	494
Charge for the year on owned assets	-	63	38	-	53
Charge for the year on right-of- use assets	334	-	23	79	9
At 30 September 2022	<u>730</u>	<u>838</u>	<u>496</u>	<u>212</u>	<u>556</u>
<b>Net book value</b>					
At 30 September 2022	<u>1,853</u>	<u>-</u>	<u>150</u>	<u>57</u>	<u>158</u>
At 30 September 2021	<u>148</u>	<u>63</u>	<u>209</u>	<u>120</u>	<u>97</u>

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**13. Tangible assets (continued)**

	<b>Total £000</b>
<b>Cost</b>	
At 1 October 2021	2,870
Additions	2,180
At 30 September 2022	<u>5,050</u>
<b>Depreciation</b>	
At 1 October 2021	2,233
Charge for the year on owned assets	154
Charge for the year on right-of-use assets	445
At 30 September 2022	<u>2,832</u>
<b>Net book value</b>	
At 30 September 2022	<u>2,218</u>
At 30 September 2021	<u>637</u>

The net book value of owned and leased assets included as "Tangible assets" in the Balance Sheet is as follows:

	<b>2022 £000</b>	<b>2021 £000</b>
Tangible assets owned	285	337
Right-of-use tangible fixed assets	1,933	300
	<u>2,218</u>	<u>637</u>

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**13. Tangible assets (continued)**

Information about right-of-use assets is summarised below:

**Net book value**

	2022 £000	2021 £000
Leasehold property	1,853	148
Plant and machinery	6	27
Motor vehicles	58	120
Fixtures and fittings	16	5
	<u>1,933</u>	<u>300</u>

**Depreciation charge for the year ended**

	2022 £000	2021 £000
Leasehold property	334	198
Plant and machinery	23	24
Motor vehicles	79	80
Fixtures and fittings	8	13
	<u>444</u>	<u>315</u>

**Additions to right-of-use assets**

	2022 £000	2021 £000
Additions to right-of-use assets	2,079	106
	<u>2,079</u>	<u>106</u>

**14. Stocks**

	2022 £000	2021 £000
Finished goods and goods for resale	7,854	5,980
	<u>7,854</u>	<u>5,980</u>

There is no material difference between the Balance Sheet value of stocks and their replacement cost. Stocks are stated net of impairment provision of £530,000 (2021: £275,000). The amount charged against profit in the year was £255,000 (2021: £54,000).

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**15. Debtors: amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	6,449	5,947
Amounts owed by group undertakings	2,628	3,749
Other debtors	87	263
Prepayments	178	121
Deferred taxation	55	-
	<u>9,397</u>	<u>10,080</u>

All amounts owed by group undertakings within one year are payable on demand and are non-interest bearing (2021: same).

Trade debtors are stated net of an impairment loss allowance of £76,000 (2021: £82,000). The expected credit loss on amounts owed by group undertakings in the current and prior year is immaterial.

**16. Cash at bank and in hand**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Cash at bank and in hand	2,834	1,886
	<u>2,834</u>	<u>1,886</u>

**17. Creditors: amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	6,398	4,499
Amounts owed to group undertakings	1,727	1,674
Corporation tax	138	190
Other taxation and social security	191	93
Lease liabilities	226	246
Accruals	1,424	1,077
	<u>10,104</u>	<u>7,779</u>

All amounts owed to group undertakings are due within one year, are repayable on demand and are non-interest bearing (2021: Same).

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**18. Creditors: Amounts falling due after more than one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Lease liabilities	1,948	62
Accruals and deferred income	114	-
	<u>2,062</u>	<u>62</u>

**19. Deferred taxation**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
At 1 October	(14)	(5)
Credited/(charged) to Statement of Comprehensive Income	69	(9)
<b>At 30 September</b>	<u>55</u>	<u>(14)</u>

The deferred tax asset/(liability) is made up as follows:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Short-term timing differences	55	(14)
	<u>55</u>	<u>(14)</u>

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**IS-RAYFAST LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**


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**20. Leases****Company as a lessee**

The Company leases various offices, warehouses, equipment and motor vehicles. Rental contracts are typically made for fixed periods but may have extension options. Lease terms are negotiated on an individual basis and terms and conditions are particular to each contract.

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Interest expense on lease liabilities	<b>88</b>	<b>15</b>
Expenses relating to leases not qualifying for IFRS 16	<b>102</b>	<b>82</b>
Depreciation on right-of-use assets	<b>444</b>	<b>315</b>

Total cash payments in respect of leases qualifying for IFRS 16 were £316,000 (2021: £302,000).

Lease costs of £82,000 (2021: £82,000) in respect of low-value assets, short-term leases, and variable lease payments not included in the measurement of lease liabilities have been recognised within administration costs.

In relation to leases not qualifying for IFRS 16, the Company was committed to £nil future payments at the year end (2021: £nil).

**21. Called up share capital**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
<b>Authorised, allotted, called up and fully paid</b>		
160,000 (2021 - 160,000) Ordinary shares of £1.00 each	<b>160</b>	<b>160</b>

**22. Contingent liabilities**

The Company, along with certain other companies in the Group, has given a guarantee in respect of bank borrowing facilities (the "SFA") of other Group companies comprising of a three-year term loan and a committed multi-currency revolving facility. As at 30 September 2022, the SFA comprises a committed multi-currency revolving facility (RCF) for an aggregate principal amount of £359.7m, an amortising term loan for an aggregate principal amount of £114.2m (\$127.5m), a bullet term loan for an aggregate principal amount of £59.1m (\$66m) and a further bullet term loan for an aggregate principal amount of £45.3m. As at 30 September 2022, the term loans have an aggregate outstanding principal amount of £173.3m (\$193.5m) and the Group has utilised £201m of the revolving facility. There remains £158.7m undrawn on the revolving facility and £45.3m undrawn on the bullet term loan.

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**IS-RAYFAST LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**23. Controlling party**

The immediate parent undertaking is Pride Limited.

The Company's ultimate parent undertaking and ultimate controlling party is Diploma PLC, a company incorporated in United Kingdom and registered in England and Wales, which is the smallest and largest group into which the results of IS-Rayfast Limited are consolidated. Copies of the Group's financial statements are available from the Group Company Secretary, Diploma PLC, 10-11 Charterhouse Square, London EC1M 6EE.