
CLARENDON SPECIALTY FASTENERS LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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CLARENDON SPECIALTY FASTENERS LIMITED

COMPANY INFORMATION

Directors	D S Goode N Yazdani P M Sanders
Company secretary	John Morrison
Registered number	02666902
Registered office	10-11 Charterhouse Square London EC1M 6EE

CLARENDON SPECIALTY FASTENERS LIMITED

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CLARENDON SPECIALTY FASTENERS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022

Introduction

The principal activity of the Company is the distribution of fastener products. It is anticipated that the principal activity of the Company will continue in the future.

Business review

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 £28,021,000 (2021: £22,413,00) and an increase in operating profit from £2,460,000 to £3,141,000. The increase in revenue and operating profit is attributable to the recovery of Aerospace and Motorsport markets following the Covid-19 pandemic. The Statement of Comprehensive Income shows profit after taxation of £2,528,000 (2021: £1,925,000). The net assets of the Company as at 30 September 2022 are £6,937,000 (2021: £8,409,000).

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

A key strength 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 on our 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 business 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 customers - the loss of one or more major customers can be a material risk. The nature of the Company is such that there is not a high level of dependence on any individual customer.
- 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 principle risk to working capital is excess stock and write-off. Inventory write-offs are controlled and managed by maintaining an appropriate inventory provision policy and perpetual inventory counts.

The Group manages its funding and liquidity risks on a consolidated basis, as referred to in the accounting policies. Full disclosure of the Group's financial risk management policies are set out in the consolidated financial statements of Diploma PLC (Annual Report pages 82 to 88), which are prepared under International Financial Reporting Standards.

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

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.diplomaplc.com or can be obtained from the Group Company Secretary, Diploma PLC, 10-11 Charterhouse Square, London, EC1M 6EE.

CLARENDON SPECIALTY FASTENERS LIMITED

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

Going concern

At 30 September 2022, the Company had net current assets of £2,437,000 (2021: £3,846,000). 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.

The Group continues to operate against a backdrop of macroeconomic disruption, including widespread global inflation, rising interest rates and the continued uncertainty of the Covid-19 pandemic, in particular its lasting impact on global supply chains. Accordingly, the Directors have again considered a more comprehensive going concern view than in previous years. 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.

This report was approved by the board on 28 March 2023 and signed on its behalf.



N Yazdani
Director

CLARENDON SPECIALTY FASTENERS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2022

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 £2,528,000 (2021: £1,925,000).

An interim dividend of £4,000,000 (2021: £4,000,000) was paid during the year. The Directors do not recommend a final dividend (2021: £Nil).

Financial risk management and future developments

Details in respect of financial risk management and future developments can be found 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 were.

D S Goode
N Yazdani (appointed 1 October 2022)
P M Sanders (appointed 31 March 2022)
B Gibbes (resigned 30 September 2022)
J R Hunt (resigned 31 March 2022)

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.

Disclosure of information to auditors

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

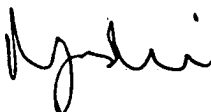
- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors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

Independent Auditors

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

This report was approved by the board on 28 March 2023 and signed on its behalf.



N Yazdani
Director

CLARENDON SPECIALTY FASTENERS LIMITED

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

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have prepared 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, 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 the 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 United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the 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 Clarendon Speciality Fasteners Limited

Report on the audit of the financial statements

Opinion

In our opinion, Clarendon Speciality Fasteners 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, 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 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 valuation of inventory provisions, in order to manipulate financial performance to improve results or achieve management incentive scheme 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, in particular relating to provisions for impairment of inventories
- 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. 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.

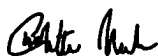
Other required reporting

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.



Charlotte Marnham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 March 2023

CLARENDON SPECIALTY FASTENERS LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2022

	Note	2022 £000	2021 £000
Revenue	4	28,021	22,413
Cost of sales		(21,037)	(16,406)
Gross profit		6,984	6,007
Distribution costs		(384)	(463)
Administrative expenses		(3,459)	(3,084)
Operating profit	5	3,141	2,460
Interest payable and similar expenses		(32)	(32)
Profit before tax		3,109	2,428
Tax on profit	9	(581)	(503)
Profit for the financial year		2,528	1,925

There was no other comprehensive income for 2022 (2021:£000).

The notes on pages 11 to 28 form part of these financial statements.

All amounts relate to continuing operations.

CLARENDON SPECIALTY FASTENERS LIMITED
REGISTERED NUMBER: 02666902

BALANCE SHEET
AS AT 30 SEPTEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Goodwill	11	3,934	3,934
Tangible assets	12	1,934	2,150
Investments	13	118	69
		<u>5,986</u>	<u>6,153</u>
Current assets			
Stocks	14	5,193	5,478
Debtors: amounts falling due within one year	15	4,603	4,270
Cash at bank and in hand	16	1,017	1,093
		<u>10,813</u>	<u>10,841</u>
Creditors: amounts falling due within one year	17	<u>(8,430)</u>	<u>(6,995)</u>
Net current assets		2,383	3,846
Total assets less current liabilities		8,369	9,999
Creditors: amounts falling due after more than one year	18	(1,432)	(1,590)
		<u>6,937</u>	<u>8,409</u>
Net assets		6,937	8,409
Capital and reserves			
Profit and loss account	21	6,937	8,409
		<u>6,937</u>	<u>8,409</u>

The financial statements on pages 8 to 28 were approved and authorised for issue by the Board and were signed on its behalf on 28 March 2023.



N Yazdani
 Director

The notes on pages 11 to 28 form part of these financial statements.

CLARENDON SPECIALTY FASTENERS LIMITED

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

	Called up share capital	Profit and loss account	Total shareholder s' funds
	£000	£000	£000
At 1 October 2020	-	10,484	10,484
Comprehensive income for the year			
Profit for the financial year	-	1,925	1,925
Dividends (note 10)	-	(4,000)	(4,000)
At 30 September 2021	-	8,409	8,409
Comprehensive income for the year			
Profit for the financial year	-	2,528	2,528
Dividends (Note 10)	-	(4,000)	(4,000)
At 30 September 2022	-	6,937	6,937

The notes on pages 11 to 28 form part of these financial statements.

CLARENDON SPECIALTY FASTENERS LIMITED

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

1. General information

Clarendon Specialty Fasteners Limited is a private company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of the registered office is 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 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 judgement in applying the Company's accounting policies. As the consolidated financial statements of Diploma PLC include the equivalent disclosures, the Company has taken advantage of certain disclosure exemptions available under FRS 101 as outlined in note 2.2.

The financial statements contain information about Clarendon Specialty Fasteners Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent undertaking, Diploma PLC, a company registered in England and Wales.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all financial 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.

CLARENDON SPECIALTY FASTENERS LIMITED

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

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 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;
- 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

This information is included in the consolidated financial statements of Diploma PLC as at 30 September 2022 and these financial statements are available at www.diplomapl.com or may be obtained from 10-11 Charterhouse Square, London, EC1M 6EE..

CLARENDON SPECIALTY FASTENERS LIMITED

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

2. Accounting policies (continued)

2.3 Going concern

At 30 September 2022, the Company had net current assets of £2,437,000 (2021: £3,846,000). 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.

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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.

The Group continues to operate against a backdrop of macroeconomic disruption, including widespread global inflation, rising interest rates and the continued uncertainty of the Covid-19 pandemic, in particular its lasting impact on global supply chains. Accordingly, the Directors have again considered a more comprehensive going concern view than in previous years. 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.

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 profit and loss account.

CLARENDON SPECIALTY FASTENERS LIMITED

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

2. Accounting policies (continued)

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.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss

2.6 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. Where leases have extension options, the lease term is considered to reflect the extension period as well as the initial period, if it is reasonably certain that the option will be exercised.

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 (asset value of less than £10,000) or to short-term leases are recognised as an expense on a straight-line basis over the lease term. 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.

2.7 Pension costs

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 payments obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet.

CLARENDON SPECIALTY FASTENERS LIMITED

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

2. Accounting policies (continued)

2.8 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.

2.9 Tangible assets

Tangible fixed 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.

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:

Plant and machinery	- 20%, ROU asset - life of lease
Motor vehicles	- ROU asset - life of lease
Fixtures and fittings	- 14% - 33%, ROU asset - life of lease
Leasehold property	- ROU asset - life of lease

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.

CLARENDON SPECIALTY FASTENERS LIMITED

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

2. Accounting policies (continued)

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Investments are reviewed for indicators of impairment annually.

Other tangible and intangible assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be reasonable. Impairment losses and any subsequent reversals are recognised in the Statement of Comprehensive Income.

2.11 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 a first in, first out basis. 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 profit or loss.

2.12 Debtors

Debtors and other receivables, including amounts owed by group undertakings, 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.

2.13 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.14 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.

2.15 Cost of sales

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

CLARENDON SPECIALTY FASTENERS LIMITED

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

2. Accounting policies (continued)

2.16 Cash

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.

Bank overdrafts are reflected in creditors due within one year.

2.17 Share capital

Ordinary shares are classified as equity.

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.

Management consider that the estimation required for inventory provisioning is a critical estimate. Inventories are stated at the lower of cost and net realisable value. In the course of normal trading activities, estimates are used to establish the net realisable value of inventory and impairment charges are made for obsolete or slow-moving inventories and against excess inventories. The decision to make an impairment charge is based on a number of factors including management's assessment of the current trading environment, aged profiles and historical usage and other matters which are relevant at the time the financial statements are approved.

There are no other critical accounting judgements, assumptions or estimates 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.

CLARENDON SPECIALTY FASTENERS LIMITED

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

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.

Analysis of revenue by country of destination:

	2022	2021
	£000	£000
United Kingdom	15,668	13,765
Rest of Europe	7,203	5,517
Rest of the world	5,150	3,131
	28,021	22,413

Timing of revenue recognition:

	2022	2021
	£000	£000
Goods and services transferred at a point in time	28,021	22,413
	28,021	22,413

There is no accrued income ("contact assets") or deferred invoice ("contract liabilities") included in debtors: amounts falling due within one year (note 15) and creditors: amounts falling due within one year (note 17), respectively (2021: £Nil).

5. Operating profit

The operating profit is stated after charging / (crediting):

	2022	2021
	£000	£000
Depreciation of tangible fixed assets	326	350
Exchange differences	(56)	33
Defined contribution pension cost	149	157

CLARENDON SPECIALTY FASTENERS LIMITED

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

6. Auditors' remuneration

	2022	2021
	£000	£000
Fees payable to the Company's auditors and its associates for the audit of the Company's annual financial statements	47	44

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

7. Employees

Staff costs, including Directors' remuneration, were as follows:

	2022	2021
	£000	£000
Wages and salaries	3,909	3,602
Social security costs	318	289
Other pension costs	149	157
	4,376	4,048

Staff costs are apportioned between cost of sales, distribution costs, and administrative costs depending on the nature of the employee (2021: same).

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

	2022	2021
	No.	No.
Sales	23	21
Operations	56	50
Administration	10	12
	89	83

CLARENDON SPECIALTY FASTENERS LIMITED

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

8. Directors' remuneration

	2022 £000	2021 £000
Directors' emoluments	143	193
Directors pensions costs - defined contribution	6	18
	<u>149</u>	<u>211</u>

During the year retirement benefits were accruing to one Director (2021: one) in respect of defined contribution pension schemes.

One Director received emoluments for six months of the year in respect of their services to the Company (2021: one). The other Directors were remunerated by other Group companies, their remuneration was not separately allocable to the Company.

9. Tax on profit

	2022 £000	2021 £000
Corporation tax		
Current tax on profits for the year	593	508
Total current tax	<u>593</u>	<u>508</u>
Deferred tax		
Origination and reversal of timing differences	(12)	(5)
Total deferred tax	<u>(12)</u>	<u>(5)</u>
Taxation on profit on ordinary activities	<u>581</u>	<u>503</u>

CLARENDON SPECIALTY FASTENERS LIMITED

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

9. Tax on profit (continued)

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 19.0% (2021: 19.0%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	3,109	2,428
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2021 - 19.0%)	591	461
Effects of:		
Short term timing difference leading to an increase in taxation	-	47
Origination and reversal of timing differences	(10)	(5)
Total tax charge for the year	581	503

Factors that may affect future tax charges

The rate of corporation tax will raise 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 therefore been calculated by reference to the future UK Corporation tax rate of 25% (2021: 25%) as substantively enacted as at 30 September 2022.

10. Dividends

	2022 £000	2021 £000
Ordinary		
Dividends	4,000	4,000

Dividends of £40,000 per ordinary share (2021: £40,000) were paid during the year.

CLARENDON SPECIALTY FASTENERS LIMITED

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

11. Goodwill

	£000
Cost and net book value	
At 1 October 2021 and 30 September 2022	<u><u>3,934</u></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 ca.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 2023 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.

CLARENDON SPECIALTY FASTENERS LIMITED

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

12. Tangible assets

	Leasehold property £000	Plant and machinery £000	Motor vehicles £000	Fixtures and fittings £000	Total £000
Cost					
At 1 October 2021	2,142	272	62	662	3,138
Additions	-	34	2	74	110
At 30 September 2022	<u>2,142</u>	<u>306</u>	<u>64</u>	<u>736</u>	<u>3,248</u>
Depreciation					
At 1 October 2021	274	139	45	530	988
Charge for the year on owned assets	-	39	-	57	96
Charge for the year on right-of- use assets	190	10	14	16	230
At 30 September 2022	<u>464</u>	<u>188</u>	<u>59</u>	<u>603</u>	<u>1,314</u>
Net book value					
At 30 September 2022	<u>1,678</u>	<u>118</u>	<u>5</u>	<u>133</u>	<u>1,934</u>
At 30 September 2021	<u>1,868</u>	<u>133</u>	<u>17</u>	<u>132</u>	<u>2,150</u>

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

	2022 £000	2021 £000
Tangible fixed assets owned	161	231
Right-of-use tangible fixed assets	1,773	1,919
	<u>1,934</u>	<u>2,150</u>

CLARENDON SPECIALTY FASTENERS LIMITED

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

12. Tangible assets (continued)

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

Net book value

	2022 £000	2021 £000
Leasehold property	1,678	1,868
Plant and machinery	32	34
Motor vehicles	5	17
Fixtures and fittings	58	-
	<u>1,773</u>	<u>1,919</u>

Additions to right-of-use assets

	2022 £000	2021 £000
Additions to right-of-use assets	<u>85</u>	<u>23</u>

13. Investments

	Investments in subsidiary companies £000
Cost and net book value	
At 1 October 2021	69
Additions	49
At 30 September 2022	<u>118</u>

During the year, a further investment of THB 2,200,000 (£49,000) was made in Clarendon Specialty Fasteners (Asia) Limited.

CLARENDON SPECIALTY FASTENERS LIMITED

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

13. Investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Amfast Limited	*	Ordinary	100%
Clarendon Engineering Supplies Limited	*	Ordinary	100%
Specialty Fasteners and Components Limited	*	Ordinary	100%
Specialty Fasteners Limited	*	Ordinary	100%
Clarendon Specialty Fasteners (Asia) Limited	~	Ordinary	100%

* Registered office address: 10-11 Charterhouse Square, London, EC1M 6EE, UK.

~ Registered office address: No. 2/3, Banga Tower A, 17th Floor, Unit 1706, Mu 14, Debaratana Road, Bang Kaeo Sub-district, Bang Phli District, Samut Prakan Province.

The carrying value of investment is supported by the underlying assets. The above subsidiary undertakings are all direct.

In addition to the above subsidiary undertakings the Company operates an overseas sales office in Italy.

14. Stocks

	2022 £000	2021 £000
Raw materials and consumables	-	2
Finished goods and goods for resale	5,193	5,476
	<u>5,193</u>	<u>5,478</u>

Stock is stated net of impairment provision of £1,887,000 (2021: £1,326,000). The amount charged against profit in the year was £561,000 (2021: £3,000).

15. Debtors: amounts falling due within one year

	2022 £000	2021 £000
Trade debtors	3,651	3,366
Amounts owed by group undertakings	700	697
Other debtors	61	48
Prepayments and accrued income	147	127
Deferred taxation	44	32
	<u>4,603</u>	<u>4,270</u>

CLARENDON SPECIALTY FASTENERS LIMITED

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

15. Debtors: amounts falling due within one year (continued)

All amounts due from fellow subsidiary undertakings are due within one year, are repayable on demand and are non-interest bearing (2021: Same).

Trade debtors are stated net of an impairment loss allowance of £25,000 (2021: £15,000). The expected credit loss on intercompany receivables as at 30 September 2022 is immaterial.

16. Cash and cash equivalents

	2022 £000	2021 £000
Cash at bank and in hand	1,017	1,093
Less: bank overdrafts	-	(5)
	<u>1,017</u>	<u>1,088</u>

17. Creditors: Amounts falling due within one year

	2022 £000	2021 £000
Bank overdrafts	-	5
Trade creditors	3,274	2,939
Amounts owed to group undertakings	3,324	2,363
Corporation tax	16	26
Other taxation and social security	334	433
Lease liabilities	191	141
Other creditors	95	57
Accruals	1,196	1,031
	<u>8,430</u>	<u>6,995</u>

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

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

	2022 £000	2021 £000
Lease liabilities	1,432	1,590
	<u>1,432</u>	<u>1,590</u>

CLARENDON SPECIALTY FASTENERS LIMITED

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

19. Deferred taxation

	2022	2021
	£000	£000
At beginning of year	32	27
Credited to profit or loss	12	5
At 30 September 2022	44	32

The deferred tax asset is made up as follows:

	2022	2021
	£000	£000
Capital allowances in excess of depreciation	(4)	(36)
Other short term timing differences	48	68
	44	32

The deferred tax asset is recognised on the basis of an expectation of sufficient future profits in the short term against which the future reversal of the timing difference may be deducted.

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 contain a wide range of different terms and conditions. Total cash payments in respect of leases qualifying for IFRS 16 were £221,000 (2021: £307,000).

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

	2022	2021
	£000	£000
Interest expense on lease liabilities	32	32
Depreciation on right-of-use assets	230	233
Expenses relating to leases not qualifying for IFRS 16	8	11

CLARENDON SPECIALTY FASTENERS LIMITED

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

21. Called up share capital

	2022	2021
	£	£
Authorised, allotted, called up and fully paid		
100 (2021: 100) ordinary shares of £1.00 each	<u>100</u>	<u>100</u>

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 £359,700,000, an amortising term loan for an aggregate principal amount of £114,200,000 (\$127,500,000), a bullet term loan for an aggregate principal amount of £59,100,000 (\$66,000,000) and a further bullet term loan for an aggregate principal amount of £45,300,000. As at 30 September 2022, the term loans have an aggregate outstanding principal amount of £173,300,000 (\$193,500,000) and the Group has utilised £201,000,000 of the revolving facility. There remains £158,700,000 undrawn on the revolving facility and £45,300,000 undrawn on the bullet term loan.

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 Clarendon Specialty Fasteners 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.