

ELECTROCOMPONENTS U.K. LIMITED

ANNUAL REPORT AND ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2022

Strategic Report

The Directors present their Strategic Report for the year ended 31 March 2022.

Principal activity and future developments

Electrocomponents U.K. Limited (the Company) is and will continue to be a holding company for certain UK and overseas investments of the RS Group (formerly Electrocomponents Group).

Business review

The results for the year are set out in the Statement of Comprehensive Income.

During the year the Company made a profit before tax of £27.1 million (2021: £60.3 million), principally due to dividend income received from shares in group undertakings. The Company has net assets of £263.2 million (2021: £266.3 million) but has net current liabilities of £592.5 million (2021: £592.5 million). Notwithstanding this net current liabilities position, the Directors are satisfied that the Company is a going concern as RS Group plc (formerly Electrocomponents plc) (the Parent Company) has undertaken to continue to fund the Company for the foreseeable future.

The Directors do not use any specific key performance indicators to assess the performance of the Company due to its nature as a holding company.

Section 172(1) statement

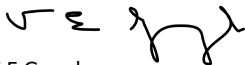
Under section 172(1) of the Companies Act 2006, the Directors are required to act in a way that they consider, in all good faith, would most likely promote the success of the Company. This success must be for the benefit of the Company's shareholder and also for all other stakeholders.

The Directors have considered all the Company's stakeholders and the long-term consequences of the decisions taken when assessing the level of dividends to pay and the level of any impairments or reversal of impairments of the Company's investments, including any impact on the Company's reputation.

Principal risks and uncertainties

The main risk faced by the Company is that the investments it holds become impaired. All investments are in RS Group companies and their activities are closely monitored. Regular impairment reviews are carried out upon the Company's investments.

On behalf of the Board:



V E Gough
Director
28 July 2022

Directors' Report

The Directors present their Report and the audited accounts for the year ended 31 March 2022.

Directors

The Directors who held office during the year were as follows:

L Ruth
D Egan
V E Gough

Directors' and Officers' liability insurance

In accordance with the Company's Articles of Association, the ultimate parent company (Note 15) entered into a deed in 2007 to indemnify the Directors (from time to time) of the Company to the extent permitted by law. A copy of this indemnity (which remains in force as of the date on which this report was approved) is available at the registered office of the Company. The ultimate parent company purchased and maintained Directors' and Officers' liability insurance throughout 2021, which was renewed for 2022, for each of its Directors and each of the Directors of its subsidiary companies. It remains in force at the date of approval of this Directors' Report. Neither the indemnity nor insurance provides cover in the event that a Director or Officer is proved to have acted fraudulently.

Dividends

During the year, the Company paid a final dividend of £30.0 million in respect of the year ended 31 March 2021 (2021: £30.0 million in respect of the year ended 31 March 2020). The Directors propose a final dividend of £30.0 million for the year ended 31 March 2022 (2021: £30.0 million).

Employee engagement

The Company has no employees (2021: nil).

Other information to report

The following information is set out on the pages below:

- Financial results – page 5
- Financial instruments and financial risk management – pages 9 and 14
- Likely future developments – page 1

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report each confirm that, so far as they are aware, there is no relevant audit information of which the auditors are unaware; and that each Director has taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Statement of directors' responsibilities in respect of the accounts

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

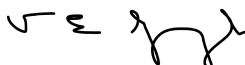
Company law requires the Directors to prepare accounts for each financial year. Under that law the Directors have prepared the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law). Under company law the Directors must not approve the accounts 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 accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the accounts;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

On behalf of the Board:



V E Gough
Director
28 July 2022

Independent auditors' report to the members of Electrocomponents U.K. Limited

Report on the audit of the financial statements

Opinion

In our opinion, Electrocomponents U.K. Limited's accounts (the financial statements):

- give a true and fair view of the state of the Company's affairs as at 31 March 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, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', 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 Accounts (the Annual Report), which comprise: the Balance Sheet as at 31 March 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 31 March 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.

Independent auditors' report to the members of Electrocomponents U.K. Limited (continued)

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 tax regulations and unethical and prohibited business practices, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. 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 areas where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

Audit procedures performed by the engagement team included:

- discussions with management
- challenging assumptions and judgements made by management in their significant accounting estimates

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 members 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.



Sandeep Dhillon (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 July 2022

**Statement of Comprehensive Income
for the year ended 31 March 2022**

	Note	2022 £m	2021 £m
Administrative expenses		-	(0.3)
Foreign exchange gain		-	0.1
Income from shares in group undertakings		36.5	54.6
Impairment of investment	8	(3.5)	-
Write off of investment		-	(30.9)
Reversal of impairment		-	42.3
Interest receivable	6	-	0.5
Interest payable	6	(5.9)	(6.0)
Profit before taxation		27.1	60.3
Tax on profit	7	(0.2)	(0.1)
Profit and total comprehensive income for the year		26.9	60.2

The notes on pages 8 to 15 are an integral part of these accounts.

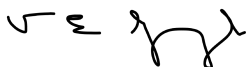
ELECTROCOMPONENTS U.K. LIMITED

**Balance Sheet
as at 31 March 2022**

	Note	2022 £m	2021 £m
Fixed assets			
Investments	8	<u>855.7</u>	<u>858.8</u>
Current assets			
Debtors: amounts falling due within one year	9	3.9	11.5
Creditors: amounts falling due within one year	10	<u>(596.4)</u>	<u>(604.0)</u>
Net current liabilities		<u>(592.5)</u>	<u>(592.5)</u>
Total assets less current liabilities		<u>263.2</u>	<u>266.3</u>
Net assets		<u>263.2</u>	<u>266.3</u>
Capital and reserves			
Share capital	11	-	-
Share premium account		177.0	177.0
Profit and loss account		<u>86.2</u>	<u>89.3</u>
Total equity		<u>263.2</u>	<u>266.3</u>

The notes on pages 8 to 15 are an integral part of these accounts.

These accounts on pages 5 to 15 were approved by the Board of Directors on 28 July 2022 and signed on its behalf by:



V E Gough

Director

Company number: 1648115

**Statement of Changes in Equity
for the year ended 31 March 2022**

	Share premium account £m	Profit and loss account £m	Total equity £m
At 1 April 2020	177.0	59.1	236.1
Profit and total comprehensive income for the year	-	60.2	60.2
Dividends (Note 12)	-	(30.0)	(30.0)
At 31 March 2021	177.0	89.3	266.3
Profit and total comprehensive income for the year	-	26.9	26.9
Dividends (Note 12)	-	(30.0)	(30.0)
At 31 March 2022	177.0	86.2	263.2

The notes on pages 8 to 15 are an integral part of these accounts.

Notes to the accounts

1. General information

The Company is a wholly-owned subsidiary of RS Group plc (formerly Electrocomponents plc) (Parent Company). The Company is a private company limited by shares and is incorporated, registered and domiciled in England and Wales. The address of its registered office is Fifth Floor, Two Pancras Square, London N1C 4AG, UK.

2. Statement of compliance

The Company is included in the Parent Company's consolidated accounts which are publicly available (Note 15) and is therefore exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated accounts.

These separate accounts of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102), and the Companies Act 2006. They are presented in sterling and rounded to £0.1 million.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these accounts are set out below and have been consistently applied unless otherwise stated.

(a) Basis of preparation

These accounts are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial liabilities measured at fair value through profit or loss. The Directors are satisfied that the Company is a going concern as the Parent Company has undertaken to continue to fund the Company for the foreseeable future.

The preparation of accounts under FRS 102 requires the Company to make judgements and estimates that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Except for judgements involved in estimations, no judgements have been made in the process of applying the Company's accounting policies that have had a significant effect on the amounts recognised in the accounts. The judgements involved in estimations take account of the likely impact of climate change, geopolitical uncertainties and the Company's latest assumptions of any likely further impact of the COVID-19 pandemic and its variants.

Significant estimates are those that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities in the next year. There are no significant estimates. While not a significant estimate, the Company also focuses on estimates made in relation to assumptions made in the review of investments for impairment (Note 3(e)). The Company does not expect any reasonably likely changes in assumptions to have a material impact on the carrying value of investments.

Exemptions for qualifying entities under FRS 102

The Company has taken advantage of the following disclosure exemptions available under FRS 102:

- preparation of a cash flow statement
- financial instrument disclosures
- key management personnel compensation disclosure

(b) Foreign currencies

Transactions in foreign currencies are recorded using the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rate ruling at that date and the gains and losses on translation are recognised in profit or loss.

(c) Interest receivable and interest payable

Interest is calculated using the effective interest method and recognised in profit or loss as incurred.

(d) Taxation

Current tax is the amount of income tax payable in respect of the taxable profit for the year, using tax rates that have been enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of prior years.

Notes to the accounts (continued)

3. Summary of significant accounting policies (continued)

(e) Investments

Investments in subsidiaries and the joint venture are held at cost less any accumulated impairment losses.

At each balance sheet date the investments are assessed for any indication of impairment. If there is such an indication the recoverable amount of the investment is compared to its carrying amount. The recoverable amount is the higher of the fair value less costs to sell and the value in use. Value in use is the present value of the future cash flows before interest and tax obtainable as a result of the continued trading of the relevant subsidiary or joint venture. The cash flows are discounted at the Group's pre-tax weighted average cost of capital adjusted for the estimated tax cash flows and risk applicable for the relevant subsidiary or joint venture.

If the recoverable amount is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss is recognised in profit or loss. If an impairment loss is subsequently reversed, the carrying amount of the investment is increased to the revised estimate of its recoverable amount to the extent that it does not exceed the carrying amount that would have been determined excluding any previous impairment losses. This reversal is recognised in profit or loss.

(f) Basic financial instruments

Debtors are initially recognised at transaction price and then subsequently at amortised cost less any provision for impairment.

Creditors are initially recognised at transaction price and then subsequently at amortised cost.

(g) Fair value hedge accounting

The Company has elected to adopt the recognition and measurement provisions of IAS 39 (as adopted in the UK) and the disclosure provisions of FRS 102 in respect of financial instruments.

One loan from the Parent Company is designated as a fair value hedge against certain investments in subsidiaries for changes in the fair value of their historical foreign currency cost attributable to movements in the spot foreign exchange rates. These changes are recognised in profit or loss.

(h) Distributions

Dividends and other distributions are recognised in the statement of changes in equity and as a liability in the balance sheet in the period in which the dividends and other distributions are approved by the Company's shareholders.

4. Auditors' remuneration

The fees payable to the Company's auditors for the audit of the accounts were £4,000 (2021: £4,000) and were borne by the Parent Company and not recharged to the Company.

5. Employees and Directors

The Company did not employ any staff during the year (2021: none). The Directors received no (2021: £nil) emoluments for their qualifying services to the Company. They predominantly perform services for and are remunerated by the Parent Company. 3 Directors (2021: 3) became entitled to receive shares under the Parent Company's Long Term Incentive Plan and 1 Director (2021: 1) exercised share options in the Parent Company.

6. Interest receivable and interest payable

	2022	2021
	£m	£m
Interest receivable		
Interest receivable from subsidiaries	-	0.5
	<u>-</u>	<u>0.5</u>
Interest payable		
Interest payable to the Parent Company	(5.9)	(6.0)
	<u>(5.9)</u>	<u>(6.0)</u>

Notes to the accounts (continued)

7. Tax on profit

	2022 £m	2021 £m
Current tax		
Overseas tax suffered	0.2	0.1
Tax on profit	0.2	0.1

The tax expense for the year can be reconciled to the statement of comprehensive income as follows :

	2022 £m	2021 £m
Profit before taxation	27.1	60.3
Expected tax charge at 19% (2021: 19%)	5.1	11.5
Effects of:		
Non-taxable income	(6.9)	(18.5)
Expenses not deductible for tax purposes	0.7	5.9
Overseas tax suffered	0.2	0.1
Group relief	1.1	1.1
	0.2	0.1

Factors that may affect future tax

In May 2021, the UK government enacted a change in the UK corporation tax rate from 19% to 25% effective from 1 April 2023. This is not expected to have a material impact.

8. Investments

	Subsidiaries £m	Joint venture £m	Total £m
Cost			
At 1 April 2021	864.9	0.2	865.1
Additions	0.3	-	0.3
Retranslation of fair value hedged investments	0.1	-	0.1
At 31 March 2022	865.3	0.2	865.5
Provision for impairment			
At 1 April 2021	6.3	-	6.3
Impairment	3.5	-	3.5
At 31 March 2022	9.8	-	9.8
Net book value			
At 31 March 2022	855.5	0.2	855.7
At 31 March 2021	858.6	0.2	858.8

On 29 June 2021 the Company subscribed to 49% of the issued share capital of Electrocomponents (Thailand) Limited.

On 9 July 2021 the Company subscribed to 49% of the issued share capital of Electrocomponents Newco (Thailand) Limited for £0.2 million.

On 13 September 2021 the Company acquired 99.993% of the issued share capital of Electrocomponents Holdings (Thailand) Limited for £0.1 million.

The Company impaired its investment in Monition Limited following Monition's payment of a dividend of £3.5 million.

The Company owns the following subsidiaries and joint venture (marked with †). All operate within their country of incorporation. Those companies marked with an asterisk (*) are indirectly owned by the Company.

Name and registered address of undertaking	Country of incorporation	% owned	Class of share held
Provider of product and service solutions for designers, builders and maintainers of industrial equipment and operations			
RS Components Pty Limited	Australia	100%	Ordinary
25, Pavesi Street, Smithfield, Sydney NSW 2164, Australia			
RS Components Handelsgesellschaft m.b.H	Austria	100%	Share of equity
Albrechtser Straße 11, 3950, Gmünd, Austria			
IESA Belgium B.V.*	Belgium	100%	Ordinary
Louizalaan 65/11, 1050 Elsene, Belgium			
Allied Electronics (Canada), Inc.*	Canada	100%	Common
199 Bay Street, Suite 5300, Toronto ON M5L 1B9, Canada			

ELECTROCOMPONENTS U.K. LIMITED

Notes to the accounts (continued)

8. Investments (continued)

Name and registered address of undertaking	Country of incorporation	% owned	Class of share held
Synovos Canada Corp.* 600-1741 Lower Waters Street, Halifax NS NS B3J 0J2, Canada	Canada	100%	Common
RS Componentes Electronicos Limitada Av. Eduardo Frei Montalva, 6001-71 Conchali, Santiago, Chile	Chile	99.56%	Ordinary
RS Components Limited Suite 1601, Level 16, Tower 1, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong	China	99.999%	Ordinary
RS Components (Shanghai) Company Limited* Unit 501, Floor 5, Building C, The New Bund World Trade Center Phase II, No.3, Lane 227, Dong Yu Road, Pudong Shanghai, China	China	99.999%	Common and preference
RS Components A/S Nattergalevej 6, 2400, København NV, Denmark	Denmark	100%	Ordinary
IESA SAS* Rue Norman King, 60000, Beauvais, France	France	100%	Ordinary
RS Components SAS* Rue Norman King, 60000, Beauvais, France	France	100%	Ordinary
Integrated Engineering Stores Associates Deutschland GmbH* Bleibtreustr. 21, 10623, Berlin, Germany	Germany	100%	Ordinary
RS Components GmbH Mainzer Landstraße 180, 60327, Frankfurt, Germany	Germany	100%	Ordinary
IESA Hungary Korlátolt Felelősségű Társaság* 1062, 1-3. Tower A, 6th floor, Budapest	Hungary	100%	Ordinary
RS Components & Controls (India) Limited† 222 Okhla Industrial Estate, New Delhi, India	India	50%	Ordinary
RS Components S.r.l. Sesto san Giovanni, Viale Thomas Alva Edison, 110, 20099, MI, Italy	Italy	96.327% directly, 1.835% indirectly	Ordinary
IESA Italy S.r.l.* Sesto san Giovanni, Viale Thomas Alva Edison, 110, 20099, MI, Italy	Italy	100%	Ordinary
RS Components KK West Tower 12F, Yokohama Business Park, 134 Godocho, Hodogaya, Yokohama, Kanagawa, 240-0005, Japan	Japan	100%	Ordinary
RS Components Sdn Bhd Suite 9D, Level 9, Menara Ansar, 65 Jalan Trus, Johor Bahru, 80000, Johor, Malaysia	Malaysia	100%	Ordinary
Allied Electronics & Automation S. de R.L. de C.V.* Avenida Circunvalación Agustin Yalez N° 2613 Int. 1A 105, Colonia Arcos Vallarta Sur, Guadalajara Jalisco, 44500 Mexico	Mexico	100%	Ordinary
Storeroom Solutions Mexico, S. de R.L. de C.V.* Floresca 57 P, 3 Juarez Distrito Federal, 06600, Mexico	Mexico	100%	Ordinary
IESA Netherlands B.V.* Bingerweg 19, 2031 AZ Haarlem, Netherlands	Netherlands	100%	Ordinary
Liscombe B.V.* Jarmuiden 56 a, 1046 AE, Amsterdam, Netherlands	Netherlands	100%	Ordinary
RS Components B.V. Bingerweg 19, 2031 AZ Haarlem, Netherlands	Netherlands	70.922% directly, 29.078% indirectly	Ordinary
RS Components Limited KPMG, 18 Viaduct Harbour Avenue, Auckland, 1010, New Zealand	New Zealand	100%	Ordinary
RS Components AS 10. etg., Fredrik Selmers vei 6, Oslo, 0663, Norway	Norway	100%	Ordinary
RS Components Corporation 21st Floor Multinational Bancorporation Centre, 6805 Ayala Avenue, Makati City, Philippines	Philippines	100%	Ordinary
IESA Poland sp. z.o.o.* Ul. Postępu 21 Warszawa, mazowieckie, 02-676 Poland	Poland	100%	Ordinary
RS Components sp. z.o.o. Ul. Domaniewska 48, 02-672, Warszawa, Poland	Poland	100%	Ordinary

Notes to the accounts (continued)

8. Investments (continued)

Name and registered address of undertaking	Country of incorporation	% owned	Class of share held
IESA Ireland Limited* Glenview Industrial Estate, Herberton Road, Rialto, Dublin 12, Ireland	Republic of Ireland	100%	Ordinary
Radionics Limited Glenview Industrial Estate, Herberton Road, Rialto, Dublin 12, Ireland	Republic of Ireland	60%	Ordinary
Synovos Ireland Limited* 70 Sir John Rogerson's Quay, Dublin 2, Ireland	Republic of Ireland	100%	Ordinary
IESA S.E. Asia Pte. Ltd.* 10 Ubi Crescent, #06-18 Ubi Techpark, 408564, Singapore	Singapore	100%	Ordinary
RS Components Pte Ltd 112 Robinson Road, #05-01, 068902, Singapore	Singapore	100%	Ordinary
Synovos Singapore Pte Ltd.* 1 Marina Boulevard, #28-00, One Marina Boulevard, 018989, Singapore	Singapore	100%	Singapore
IESA s.r.o.* Lazaretská 8, Bratislava- mestská časť Staré Mesto, 811 08, Slovakia	Slovakia	100%	Ordinary
Amidata S.A.U. Avenida de Bruselas 6, Alcobendas, 28108, Madrid, Spain	Spain	100%	Ordinary
IESA AB* Drottninggatan 96, 113 60, Stockholm, Sweden	Sweden	100%	Ordinary
RS Components AB Fabriksgatan 7, 3v, 412 50 Gotborg, Sweden	Sweden	100%	Ordinary
RS Components Co., Ltd. GMM Garmmy Place, Room No. 1901-1904, Floor 19, No. 50, Sukhumvit 21 (Asoke), Klongtoey Nua, Wattana, Bangkok, 10110, Thailand	Thailand	99.99% directly, 0.01% indirectly	Ordinary
IESA A & D Limited* IESA Works Daten Park, Birchwood, Warrington, Cheshire, WA3 6UT, UK	UK	100%	Ordinary
IESA Limited* IESA Works Daten Park, Birchwood, Warrington, Cheshire, WA3 6UT, UK	UK	100%	Ordinary
John Liscombe Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary and preference
Needlers Limited* Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary and preference
OKDO Technology Limited* Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary
Allied Electronics, Inc.* 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
New DEAM, LLC* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	United States of America	100%	Common
MRO Distribution, Inc.* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	United States of America	100%	Common
Synovos, Inc.* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	United States of America	100%	Common
Synovos Puerto Rico, LLC* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	United States of America	100%	Common
Holding, Financing and Management Companies Electrocomponents Limited Suite 1601, Level 16, Tower 1, Kowloon Commerce Centre, 51 Kwai Cheong Road, Kwai Chung, Hong Kong	China	99.999%	Ordinary

ELECTROCOMPONENTS U.K. LIMITED

Notes to the accounts (continued)

8. Investments (continued)

Name and registered address of undertaking	Country of incorporation	% owned	Class of share held
RS Components Business Services (Foshan) Limited 22nd Floor, Glory International Financial Center, No.25, Ronghe Road, Guicheng, Nanhai District, Foshan, Guangdong, 528200, China	China	100%	Ordinary
Electrocomponents France SARL Rue Norman King, 60000, Beauvais, France	France	100%	Ordinary
Bodenfeld Immobilien GmbH Mainzer Landstraße 180, 60327, Frankfurt, Germany	Germany	100%	Ordinary
Electrocomponents Jersey Finance Unlimited* 44 Esplanade, St Helier, JE4 9WG Jersey	Jersey	100%	Common
Synovos Netherlands C.V.* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	Netherlands	100%	Partnership
Electrocomponents Newco (Thailand) Limited GMM Grammy Place, Room No. 1901-1904, Floor 19, No. 50, Sukhumvit 21 (Asoke), Klongtoey Nua, Wattana, Bangkok, 10110, Thailand	Thailand	49% directly, 51% indirectly	Ordinary
Electrocomponents Holdings (Thailand) Limited GMM Grammy Place, Room No. 1901-1904, Floor 19, No. 50, Sukhumvit 21 (Asoke), Klongtoey Nua, Wattana, Bangkok, 10110, Thailand	Thailand	99.993% directly, 0.007% indirectly	Ordinary
Electrocomponents (Thailand) Limited GMM Grammy Place, Room No. 1901-1904, Floor 19, No. 50, Sukhumvit 21 (Asoke), Klongtoey Nua, Wattana, Bangkok, 10110, Thailand	Thailand	49% directly, 51% indirectly	Ordinary
Electrocomponents Overseas Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary
Electrocomponents US Finance Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary
IESA A & D Holdings Limited* IESA Works Daten Park, Birchwood, Warrington, Cheshire, WA3 6UT, UK	UK	100%	Ordinary
IESA Holdings Limited* IESA Works Daten Park, Birchwood, Warrington, Cheshire, WA3 6UT, UK	UK	100%	Ordinary
Needlers Holdings Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary and preference
RS Components Holdings Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary
Electrocomponents North America LLC* 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
Electrocomponents (US), Inc.* 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
Electrocomponents, Inc* 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
Electrocomponents North America, Inc. 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
Electrocomponents US LLC* 7151 Jack Newell Blvd S., Fort Worth, TX 76118, United States	United States of America	100%	Common
Synovos International, Inc.* Two Radnor Corporate Center, Suite 400, Radnor, PA 19087, United States	United States of America	100%	Common
Not currently trading			
RS Components (Proprietary) Limited 20 Indianapolis Street, Kyalami Business Park, Kyalami Midrand, Gauteng, 1684, South Africa	South Africa	100%	Ordinary
B & W (Hygiene Services) Company Limited* Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary

Notes to the accounts (continued)

8. Investments (continued)

Name and registered address of undertaking	Country of incorporation	% owned	Class of share held
Electro Lighting Group Ltd Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary
Electro-Leasing Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary
Monition Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	100%	Ordinary
RS Components International Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary
RS Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary
RS Supplies Limited Fifth Floor, Two Pancras Square, London N1C 4AG, UK	UK	50%	Ordinary

RS Components B.V. (Netherlands) and RS Components GmbH (Germany) operate branch offices in Belgium and Switzerland.

9. Debtors: amounts falling due within one year

	2022 £m	2021 £m
Amounts owed by subsidiary undertakings	<u>3.9</u>	<u>11.5</u>
	3.9	11.5

Amounts owed by subsidiary undertakings are unsecured, interest free and repayable on demand. The Company had an unsecured loan receivable from subsidiaries of €4.0 million which was repaid on 30 March 2022 (2021: €4.0 million).

10. Creditors: amounts falling due within one year

	2022 £m	2021 £m
Amounts owed to the Parent Company	593.7	601.2
Amounts owed to subsidiary undertakings	2.7	2.4
Other creditors	-	0.4
	<u>596.4</u>	<u>604.0</u>

Amounts owed to subsidiary undertakings are unsecured, interest free and repayable on demand.

Of the amounts owed to the Parent Company, £591.3 million (2021: £595.1 million) relates to an unsecured loan repayable on demand which incurs interest based on the Bank of England base rate plus a margin of 0.8%, and \$3.6 million (2021: \$3.6 million) relates to an unsecured loan repayable on demand and no later than 10 December 2026 which bears interest at 3.37% and is designated as a fair value hedging instrument to hedge against certain investments in subsidiaries. The Company had an unsecured loan of €4.0 million repayable on demand which was repaid on 30 March 2022 (2021: €4.0 million),

During the year an exchange loss of £0.1 million (2021: gain of £2.2 million) was recognised in profit or loss in respect of the loans designated as fair value hedging instruments to hedge against certain investments in subsidiaries, offset by a fair value gain (2021: loss) of the same amount in respect of the hedged investments.

11. Share capital

	2022 Number	2021 Number
Issued and fully paid ordinary shares of £1.00 each	<u>3</u>	<u>3</u>

12. Dividends

During the year, the Company paid a final dividend of £30.0 million in respect of the year ended 31 March 2021 (2021: £30.0 million in respect of the year ended 31 March 2020).

The Directors recommend the payment of a final ordinary dividend of £30.0 million for the year ended 31 March 2022 (2021: £30.0 million).

Notes to the accounts (continued)

13. Contingent liabilities

The Company has entered into financial guarantee contracts to guarantee, jointly with another RS Group company, the indebtedness of the Parent Company. The Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contracts as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

Guarantees exist in respect of the Parent Company's private placement loan notes and revolving credit facility, up to a maximum of £451.7 million (2021: £447.3 million), of which £151.7 million (2021: £147.3 million) had been drawn down at the end of the year.

14. Related party transactions

There were no related party transactions during the year other than between the Company and other wholly-owned RS Group companies.

15. Controlling parties

The immediate and ultimate parent company and the smallest and largest group to consolidate these accounts is RS Group plc. Copies of the RS Group plc Annual Report and Accounts are available to the public and may be obtained from Fifth Floor, Two Pancras Square, London N1C 4AG, UK.