

FRS 102 Layout Limited

Report and Financial Statements

Year ended 31 December 2025

Company Number: 0123581

These financial statements have been prepared in accordance with FRS 102 (September 2024).

On 10 September 2024, the FRC issued a new September 2024 edition of FRS 102 which encompasses all amendments issued to date. It should be noted that the most significant changes (those arising from the 2024 periodic review amendments) are not effective until periods commencing 1 January 2026.

FRS 102 Layout Limited has chosen to early adopt the FRS 102 amendments.

FRS 102 Layout Limited has also chosen the option to recognise any changes to revenue, as a result of the FRS 102 amendments, by applying the modified retrospective approach. Therefore, the comparatives for 2024 have not been restated. Instead, the cumulative effect of the change in the accounting policy has been recognised as an adjustment to the opening balance of retained earnings as at 1 January 2025.

In addition, for accounting periods beginning on or after 6 April 2025, monetary size thresholds for companies have increased and some directors' report disclosure requirements have been removed as a result of 'The Companies (Accounts and Reports) (Amendment and Transition Provision) Regulations 2024'. These changes have been highlighted in green on pages 8 to 13 but care should be taken to ensure they are applied to the correct accounting period.

FRS 102 Layout Limited is an unlisted company so, amongst other things, is not required to publish:

- *a Directors' Remuneration Report;*
- *EPS information (FRS 102 s1.4); or*
- *Information on operating segments (FRS 102 s1.5)*

Nor is FRS 102 Layout Limited a provider of specialised activities covered under FRS 102 s34.

This group does not have any operations where the functional currency is the currency of a hyperinflationary economy and therefore FRS 102 s31 is not applicable.

FRS 102 Layout Limited Guidance Notes

How to use FRS 102 Layout Limited and general accounts filing tips

FRS 102 Layout Limited is a large private limited company, incorporated in the UK. As a large company, it prepares its accounts in accordance with Statutory Instrument 2008/410 *The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008*.

Whilst FRS 102 Layout Limited aims to present an example of many of the disclosure requirements for a typical set of consolidated accounts for an unlisted company, it does not provide a comprehensive illustration of all possible required disclosures. Also, it does not provide additional disclosures which are required for a quoted company which is permitted to apply FRS 102.

Abbreviations

The following are examples of the references used to refer to the source of disclosures:

s385	Section 385 of the Companies Act 2006
SI 2008/410	Statutory Instrument [year/number] SI 2008/410 is <i>The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008</i> .
Sch 1	Schedule 1 of SI 2008/410
Sch 1 1(3)	SI 2008/410 Schedule 1 paragraph 1 sub-paragraph 3
FRS 102	Financial Reporting Standard 102, as issued by the Financial Reporting Council
FRS 102 s1.12	Section 1 paragraph 12 of FRS 102
TECH	ICAEW Technical Release
TECH 24/03:13	Paragraph 13 of ICAEW Technical Release 24/03

Registrar's Rules

A full list of these rules is available on the [gov.uk website](http://gov.uk). Failure to comply will result in the accounts being rejected and, potentially, late filing charges being incurred. Please be aware that the old concession of allowing fourteen days to re-file defective accounts has been withdrawn.

Company name and registered number	The company name and registered number must be included on one of the balance sheet, directors' report, directors' remuneration report or audit report.
Ink Colour	Black, including any signatures.
Directors' signatures	The balance sheets must be signed on behalf of the board the directors.
Auditor's signature	The copy of the accounts filed at Companies House does not have to be signed by the auditors (although there must be copies of the signed accounts available). However, it is BDO policy that the company should submit a set of financial statements signed by the Senior Statutory Auditor (signed by Docusign).
BDO Logo	Documents filed at Companies House should not contain any corporate logos. As such, the copy of the financial statements to be filed should have the BDO logo removed from the title page.

FRS 102 Layout Limited Guidance Notes

Early adoption of amendments to FRS 102

On 27 March 2024, the FRC issued amendments to FRS 102 following the conclusion of its second periodic review (“FRS 102 amendments”). The FRS 102 amendments result in greater alignment with UK International Financial Reporting Standards (UK IFRS).

Effective date

The principal effective date for these amendments is accounting periods beginning on or after 1 January 2026, with early application permitted provided all amendments are applied at the same time.

There is an earlier effective date of accounting periods beginning on or after 1 January 2025 applying to new disclosures about supplier finance arrangements in Section 7 *Statement of Cash Flows* of FRS 102.

These illustrative accounts for 31 December 2025 present example disclosures where an entity chooses to early adopt the FRS 102 amendments.

What are the key changes?

The amendments expected to have significant impact on the financial statements are:

- ▶ Revised revenue accounting requirements based on the IFRS 15 five-step model for revenue recognition, with appropriate simplifications, and
- ▶ Revised lease accounting requirements based on the IFRS 16 'on-balance sheet' model, with appropriate simplifications.

In addition, there were other incremental improvements and clarifications to FRS 102.

Changes to guidance notes and example disclosures as a result of the FRS 102 amendments are **highlighted in red**.

The example disclosures are presented for illustrative purposes only and do not provide disclosures for every potential situation. An entity must assess their own facts and circumstances and provide sufficient disclosures which address the requirements and which are specific to their business. These illustrative accounts should not be used as a substitute for completing the disclosure checklist.

Transition approach used in these illustrative accounts

Changes to revenue accounting policies as a result of the FRS 102 amendments can be applied by either using the fully retrospective approach or the modified retrospective approach. Changes to lease accounting policies must be applied by using the modified retrospective approach.

FRS 102 Layout Limited has chosen to apply the modified retrospective approach when recognising the changes to its revenue accounting policy. As a result, the comparatives for 2024 are not restated. Instead, any adjustments arising from the FRS 102 amendments are recognised in the opening balances as at 1 January 2025. The cumulative effect of the change in the revenue recognition policy has been recognised as an adjustment to the opening balance of retained earnings as at 1 January 2025.

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FRS 102 Layout Limited

Report and Financial Statements for the year ended 31 December 2025

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Directors

Secretary and registered office

Company number

Auditors

FRS 102 Layout Limited Guidance Notes

The Strategic Report: Who discloses what?

The purpose of the strategic report is to inform members of the company and help them to assess how the directors have performed their duty under s172 of the Companies Act 2006 (duty to promote the success of the company).

The Companies Act's strategic report requirements comprise a complex set of layers. There are basic rules that apply to all companies required to prepare a strategic report, supplemented by additional requirements that apply to certain companies with more than 500 employees (Public Interest Entities (PIEs), AIM companies and large private companies with more than £500m turnover), Quoted companies and other large companies.

Where the company is a parent company and directors of the company prepare group accounts, the strategic report must be a consolidated report relating to the undertakings included in the consolidation.

Small companies, and those that would be small if they were not part of an ineligible group, are not required to prepare a strategic report.

As a reminder, when looking at the size of a company, it can only be as small as the group that it heads. This is the case even for intermediate holding companies where no consolidated accounts are prepared.

Along with guidance on how to prepare a strategic report, a table showing which strategic report requirements apply to a company, split by size and nature of the company, can be found in our publication 'The Strategic Report: A practical guide' which is available on [the Strategic Report & the Directors' Report pages](#) of our external website.

The FRC has issued non-mandatory guidance on the strategic report, which can be found on its [website](#), as well as the following guidance on the s172 statement:

- [Tips on how to make the section 172 statement more useful \(issued October 2020\)](#)
- [Reporting on stakeholders, decisions and Section 172 \(issued July 2021\)](#)

Non-financial and sustainability information Statement

PIEs with over 500 employees are required to include a non-financial and sustainability information statement within the strategic report. The required disclosures have been expanded to include climate-related financial disclosures.

AIM companies and large high turnover private companies, both with over 500 employees are required to include a non-financial and sustainability information statement in their strategic report, although the content for these companies is limited only to the climate-related financial disclosures.

The Department for Business & Trade issued guidance to help companies understand how to meet the climate-related financial disclosure requirements, which can be found on their [website](#). Please also refer to the BDO guidance noted above to confirm the exact scoping requirements for the non-financial and sustainability information statement.

FRS 102 Layout Limited

Strategic Report for the year ended 31 December 2025

Chairman's message

[Narrative to be included, tailored as appropriate to the entity's circumstances]

Strategic Report

[Narrative to be included, tailored as appropriate to the entity's circumstances]

Business model

s414C(8)(b) & s414CB(2)(a) The strategic report must* include a description of the company's business model.

s414C(8)(a) The strategic report must* include a description of the company's strategy.

* **Note:** Not all companies are *required* to include a description of their business model and strategies in their Strategic Report, however, it is best practice for other companies also to include a brief description of these matters in order to provide background and context to the annual report. Especially as there is no longer a requirement to disclose a company's principal activity.

Risks and uncertainties

Where operations are affected by an uncertain geopolitical and economic environment directors must assess the effect on the principal risks and uncertainties facing the business. Narrative disclosures are required to highlight significant uncertainties and discuss any estimates which are sensitive to these matters. This narrative should be specific to the company and how it is, or could be, specifically affected from current issues such as:

- War and unrest
- High inflation, interest rates and energy prices
- Climate-related matters
- Supply chain pressures and labour market challenges
- Exchange rate volatility
- Changing consumer demands

Non-financial and sustainability information Statement

[Narrative to be included, tailored as appropriate to the entity's circumstances]

For entities in scope of these requirements, the non-financial and sustainability information required under this section must be included in a separate section of the strategic report. However, this may be achieved through clear and precise cross-referencing to other parts of the strategic report to reduce unnecessary duplication. [s414CB (1)-(5)]

Section 172(1) Statement

[Narrative to be included, tailored as appropriate to the entity's circumstances]

The strategic report must include a "Section 172 statement", which describes how the directors have had regard to matters set out in section 172(1)(a) to (f) when performing their duties under s172 of the Companies Act. This is a separate section of the strategic report however clear and precise cross-referencing to other parts of the strategic report may be used to reduce unnecessary duplication. [s414CZA]

This statement must be made freely available on a website. [s426B]

Approval

This Strategic Report was approved by order of the Board on [Date].

[Name]

Secretary

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FRS 102 Layout Limited Guidance Notes

The Directors' Report: Who discloses what?

The Directors' Report requirements are generally driven by the size of the company, which is derived from the Companies Act 2006 and its associated regulations, although some of the disclosure requirements have different scoping criteria such as the number of UK employees. Quoted companies are also subject to additional Companies Act requirements. Please note, companies whose shares are listed may have to provide additional disclosures required by law or stock exchange listing rules.

A table showing which directors' report requirements apply to a company split by size and nature of the company, and highlighting any different scoping criteria, can be found in our publication 'The Strategic Report: A practical guide' which is available on [the Strategic Report & the Directors' Report pages](#) of our external website.

Where the company is a parent company and directors of the company prepare group accounts, the directors' report must be a consolidated report relating to the undertakings included in the consolidation.

UK Company size thresholds & eligibility criteria

The size limits for qualifying as a small or medium-sized company are detailed below – all limits are 'not more than'. A parent company will only meet the qualifying conditions for being a small or medium company if the group headed by it also meets the conditions for a small or medium-sized group. This is the case even for intermediate holding companies where no consolidated accounts are prepared.

IMPORTANT POINT TO NOTE - For accounting periods beginning on or after 6 April 2025 the monetary size thresholds have changed as detailed below (changes highlighted in green). The changes are included in '[The Companies \(Accounts and Reports\) \(Amendment and Transitional Provision\) regulations 2024](#)'.

1) Size thresholds for periods beginning before 6 April 2025

Not above 2 out of 3 of:	Medium company	Medium group	Small company	Small group
Turnover	£36m	£36m net (or £43.2m gross)	£10.2m	£10.2m net (or £12.2m gross)
Balance sheet total	£18m	£18m net (or £21.6m gross)	£5.1m	£5.1m net (or £6.1m gross)
Number of employees	250	250	50	50

2) Size thresholds for periods beginning on or after 6 April 2025

Not above 2 out of 3 of:	Medium company	Medium group	Small company	Small group
Turnover	£54m	£54m net (or £64m gross)	£15m	£15m net (or £18m gross)
Balance sheet total	£27m	£27m net (or £32m gross)	£7.5m	£7.5m net (or £9m gross)
Number of employees	250	250	50	50

[Continued on next page]

FRS 102 Layout Limited Guidance Notes

The Directors' Report: Who discloses what?

In order to qualify as small or medium, a company (or group) must be below two of the thresholds in its first financial year and, in subsequent years, the two year rule applies (i.e. a single 'spike' or 'dip' year won't cause the size of the company / group to go up or down).

In addition to the size criteria above, a company is excluded from being treated as small (s384) or medium (s467) -sized if they are **'ineligible'**. A company is ineligible if it was at any time during the financial year:

- A public company,
- A company that is
 - an authorised insurance company, a banking company, an e-money issuer, a MiFID investment firm or a UCITS management company,
 - carries on insurance market activity, or
 - is a scheme funder of a Master Trust scheme within the meanings given by section 39(1) of the Pension Schemes Act 2017 (interpretation of Part 1), or
- A member of an ineligible group – a group is ineligible if any of its members is:
 - a traded company (a company whose transferable securities (debt or equity) are admitted to trading on a UK regulated market (s474)).
 - a body corporate (other than a company) whose shares are admitted to trading on a UK regulated market
 - a person who has permission under Part 4A of the Financial Services and Markets Act 2000 (c. 8) to carry on a regulated activity
 - an e-money issuer
 - a small company that is an authorised insurance company, a banking company, a MiFID investment firm or a UCTIS management company
 - a person who carries on insurance market activity or
 - a scheme funder of a Master Trust scheme within the meanings given by section 39(1) of the Pension Schemes Act 2017 (interpretation of Part 1).

FRS 102 Layout Limited Guidance Notes

The Directors' Report

Given the directors' report requirements are spread out between the main body of Companies Act 2006 and the Regulations, we have included the details of the requirements below that **COULD** apply to a **private large or medium company**. For accounting periods beginning on or after 6 April 2025 some disclosures requirements have been removed (changes highlighted in green). The changes are included in ['The Companies \(Accounts and Reports\) \(Amendment and Transitional Provision\) regulations 2024'](#).

SOURCE	COMMENTS
Directors s416(1)	The names of the persons who, at any time during the financial year, were directors of the company including any changes thereof since the end of the financial year and during the financial year.
s236	Statement of the existence, at any time during the financial year to which a directors' report relates or when the directors' report is approved, of qualifying indemnity provisions (whether made by the company or otherwise) for the benefit of one or more directors of the company or directors of an associated company.
Dividends s416(3)	The amount (if any) that the directors recommend should be paid by way of a dividend.
General Sch 7 1A	Identification of the information for which the company has chosen, in accordance with s414C(11) of the Companies Act, to set out in the company's strategic report which would otherwise be required by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008' to be contained in the directors' report.
Political donations (note that wholly owned subsidiaries of UK incorporated companies are exempt from these disclosures) Sch 7 3	If the aggregate of any political donations made by the company to any political party or other political organisation, or to any independent election candidate, and any political expenditure exceeds £2,000 (including any donations made or expenses incurred by any of its subsidiaries), disclose: <ul style="list-style-type: none">(i) the name of each political party, other political organisation or independent election candidate to whom any such donation has been made, and(ii) the total amount given to that party, organisation or candidate by way of such donations in the financial year; and(iii) the total amount incurred by way of such political expenditure.
Sch 7 4	Disclose the aggregate contribution(s) of any political donations made by the company (including any donations made by any of its subsidiaries) to any non-UK political party. In this paragraph, "non-UK political party" means any political party which carries on, or proposes to carry on, its activities wholly outside the United Kingdom.
Financial instruments Sch 7 6(1)(a)	Unless the information is not material for an assessment of the assets, liabilities, financial position and profit or loss of the company (and any subsidiaries included in its consolidation), an indication of financial risk management objectives and policies, including the policy for hedging each major type of forecasted transaction for which hedge accounting is used.
Sch 7 6(1)(b)	Unless the information is not material for an assessment of the assets, liabilities, financial position and profit or loss of the company (and any subsidiaries included in its consolidation), an indication of exposure to price risk, credit risk, liquidity risk and cash flow risk.

FRS 102 Layout Limited Guidance Notes

The Directors' Report (Continued)

SOURCE	COMMENTS
Miscellaneous disclosures	
Sch 7 7(1)(a)	Details of any important events affecting the company (and any subsidiaries included in its consolidation) since the end of the financial year.
Sch 7 7(1)(b)	An indication of likely future developments in the business of the company (and any subsidiaries included in its consolidation).
Sch 7 7(1)(c)	An indication of activities (if any) of the company (and any subsidiaries included in its consolidation) in the field of research and development.
Sch 7 7(1)(d)	Unless the company is an unlimited company, an indication of the existence of branches (as defined in s1046(3) of the Companies Act 2006) of the company outside of the United Kingdom.
Employment of disabled people	
Sch 7 10(3)	<p>A statement describing such policy as the company has applied during the financial year:</p> <ul style="list-style-type: none">(a) for giving full and fair consideration to applications for employment by the company made by disabled persons, having regard to their particular aptitudes and abilities,(b) for continuing the employment of, and for arranging appropriate training for, employees of the company who have become disabled persons during the period when they were employed by the company, and(c) otherwise for the training, career development and promotion of disabled persons employed by the company. <p>Employment means employment other than employment to work wholly or mainly outside the UK.</p>
Engagement with employees	
Sch 7 11(1)(a) & (b)	<p>A statement describing the action that has been taken during the financial year to introduce, maintain or develop arrangements aimed at:</p> <ul style="list-style-type: none">(i) providing employees systematically with information on matters of concern to them as employees,(ii) consulting employees or their representatives on a regular basis so that the views of employees can be taken into account in making decisions which are likely to affect their interests,(iii) encouraging the involvement of employees in the company's performance through an employees' share scheme or by some other means, and(iv) achieving a common awareness on the part of all employees of the financial and economic factors affecting the performance of the company, and <p>summarising:</p> <ul style="list-style-type: none">(i) how directors have engaged with employees, and(ii) how the directors have had regard to employee interests, and the effect of that regard, including on the principal decisions taken by the company during the financial year. <p>Employee does not include a person employed to work wholly or mainly outside the UK.</p>

FRS 102 Layout Limited Guidance Notes

The Directors' Report (Continued)

SOURCE	COMMENTS
SECR: Emissions and energy consumption Sch 7 20A(1) & (2) Sch 7 20B & 20C	A company is outside the scope of these requirements if: <ul style="list-style-type: none">• at an individual company level (or group headed by it if the company is a parent), would be small or medium-sized by reference to the size thresholds only, i.e. ignoring the ineligibility criteria (using the two-year rule); or• the company is a subsidiary included in the group report of an entity that is also subject to the Sch 7 greenhouse gas and energy consumption requirements or their LLP equivalent (to the same or earlier year-end)
Sch 7 20D(7)	If within the scope of these requirements, no disclosure is required if: <ul style="list-style-type: none">• the company* consumed no more than 40,000 kWh of energy in the UK during the period for which the directors' report is prepared. The directors' report must disclose this fact.• In the opinion of the directors it would be seriously prejudicial to the interests of the company. The directors' report must disclose this reason. <i>[Note – this is expected to be very rare.]</i>
Sch 7 20D(1)-(3)	The directors' report must state the following for emissions and energy consumed within the UK (or UK and offshore area for a company that is an offshore undertaking): <ol style="list-style-type: none">1) annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from activities for which the company* is responsible involving:<ul style="list-style-type: none">• the combustion of gas; or• the consumption of fuel for the purposes of transport2) annual quantity of emissions in tonnes of carbon dioxide equivalent resulting from the purchase of electricity by the company* for its own use, including for the purpose of transport3) a figure, in kWh, which is the aggregate of:<ul style="list-style-type: none">• the annual quantity of energy consumed from activities for which the company* is responsible involving the combustion of gas or the consumption of fuel for the purposes of transport; and• the annual quantity of energy consumed resulting from the purchase of electricity by the company* for its own use, including for the purposes of transport
Sch 7 20D(4)	If the company* has, in the financial year to which the report relates, taken any measures for the purposes of increasing the company's energy efficiency, the report must contain a description of the principal measures taken for that purpose.
Sch 7 20D(6)	If it is not practical for the company to obtain some or all of this information then the report must state what information is not included and why
Sch 7 20F	The report must state the methodologies used to calculate the information in 1) to 3) above.
Sch 7 20G	The report should state at least one ratio which expresses the company's* annual emissions in relation to a quantifiable factor associated with the company's activities.
Sch 7 20H	Comparatives must be provided for information required by Sch 720D(1)-(4) above except in the first period in which the directors' report contains this information.
Sch 7 20E	* In a group directors' report, where noted by * these references to 'company' are to be read as refers to the 'company and its subsidiary undertakings included in the consolidation that are companies or LLPs' <u>but</u> excluding subsidiaries which are excluded from the scope of this requirement due to size (for example a medium sized company) or the scope of the quoted company greenhouse gas emissions disclosure requirements.

FRS 102 Layout Limited Guidance Notes

The Directors' Report (Continued)

SOURCE

COMMENTS

SECR: Emissions and energy consumption (continued)

Sch 7 20I

The directors' report must state the period for which it is reporting the information required by paragraph 1) above if it is different to the period in respect of which the directors' report is prepared.

NOTE - The Department for Environment, Food and Rural Affairs (DEFRA) has issued [Environmental Reporting Guidelines](#) to assist companies with these requirements. Also In September 2021 the FRC published a [thematic review on SECR disclosures](#) which also provides guidance for companies.

Engagement with suppliers, customers and others

Sch 7 11B

A statement summarising how the directors have had regard to the need to foster the company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken by the company during the financial year.

Statement of corporate governance arrangements

Sch 7(26)

The directors' report must include a 'statement of corporate governance arrangements' which states:

- (a) which corporate governance code, if any, the company has applied in the financial year
- (b) how the company applied this corporate governance code, and
- (c) if the company departed from this corporate governance code the respects in which it did so, and its reasons for so departing.

Where a code has not been applied, explain the reasons for this and explain what corporate governance arrangements were applied in the year.

This statement must be made freely available on a website.

NOTE – It is common for large, private companies which are in scope of the requirement to include a statement of corporate governance arrangements to apply the 'Wates Corporate Governance Principles for Large Private Companies' which have been published on the [FRC website](#).

Auditors

s418(2)

A statement to the effect that, in the case of each of the persons who are directors at the time the report is approved, (a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Information on the (re)appointment of auditors not a required disclosure. However, many companies choose to disclose this information voluntarily.

Approval and signing of directors' report

s419(1)

The directors' report must be approved by the board of directors and signed on behalf of the board by a director or the secretary of the company.

FRS 102 Layout Limited

Directors' Report for the year ended 31 December 2025

[Details for directors' report required disclosures to be included, tailored as appropriate to the entity's circumstances]

Group energy and carbon report

[Details to be included, tailored as appropriate to the entity's circumstances]

Statement of Corporate Governance arrangements

[Details to be included, tailored as appropriate to the entity's circumstances]

Directors

The directors of the company throughout the year and to the date of this report were:

Auditors

All of the directors as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the company's auditor is unaware.

Approval

This Directors' Report was approved by order of the Board on [Date].

[Name]
Secretary

FRS 102 Layout Limited Guidance Notes

Statement of directors' responsibilities

SOURCE	COMMENTS
ISA (UK) 700 & FRC/APB Bulletins	Although not specifically required by financial reporting standards or company legislation a statement of directors' responsibilities is, in practice, effectively required by auditing standards. Example statements are published by the Financial Reporting Council (previously by the Auditing Practices Board).
Website	<p>Where the directors choose to publish our audit report electronically, the following wording must also be published:</p> <p><i>"Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein."</i></p> <p>Note that companies may be more likely to publish their annual accounts on their website in order to comply with the Companies Act requirements to publish the s172 statement and statement of corporate governance arrangements on their website.</p>

FRS 102 Layout Limited

Statement of directors' responsibilities

Directors' responsibilities

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

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

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

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

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

Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

FRS 102 Layout Limited Guidance Notes

Independent auditor's report

SOURCE

COMMENTS

s475

Requirement for audited accounts

A company's annual accounts for a financial year must be audited unless the company:

(a) is exempt from audit under:

- section 477 (small companies),
- section 479A (subsidiary companies with a parental guarantee), or
- section 480 (dormant companies); or

(b) is exempt from the requirements of this Part under section 482 (non-profit-making companies subject to public sector audit).

A company is not entitled to any such exemption unless its balance sheet contains a statement by the directors to that effect.

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Independent auditor's report

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FRS 102 Layout Limited Guidance Notes

General Rules for the Financial Statements

SOURCE	COMMENTS
FRS 102 s3.16A	When applying this FRS an entity shall decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which includes the notes. An entity shall not reduce the understandability of its financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions.
FRS 102 s3.16B	This FRS specifies information that is required to be included in the financial statements, which includes the notes. An entity need not provide a specific disclosure required by this FRS if the information resulting from that disclosure is not material. This is the case even if this FRS contains a list of specific requirements or describes them as minimum requirements, however certain disclosures required by the Act must be given regardless of materiality, such as information on subsidiary undertakings.
FRS 102 s3.17	<p>A complete set of financial statements comprises:</p> <ul style="list-style-type: none">(a) A statement of financial position (balance sheet);(b) Either<ul style="list-style-type: none">(i) A single statement of comprehensive income; or(ii) A separate income statement and separate statement of comprehensive income beginning with profit or loss and showing items of other comprehensive income;(c) A statement of changes in equity (SOCIE);(d) A statement of cash flows (exemption available for qualifying entities); and(e) Notes comprising material accounting policy information and other explanatory information.
FRS 102 s3.22	Other titles may be used for the financial statements other than those used in FRS 102 as long as they are not misleading
FRS 102 s3.14	Comparative information should be provided for all amounts presented in the financial statements unless FRS 102 specifically permits or requires its omission (including narrative & descriptive information when it's relevant to an understanding of the current period's financial statements).
Sch 6 (1)(1)	SI 2008/410 Schedule 1 relates to Companies Act Individual accounts (i.e. UK GAAP entity only accounts). Schedule 6 relates to Companies Act Group accounts and states that Group accounts must comply so far as practicable with the provisions of Schedule 1 to these Regulations as if the undertakings included in the consolidation ("the group") were a single company. Therefore the Guidance Notes for the consolidated primary statements refer to Schedule 1 references (Sch 1).
FRS 102 s3.23	<p>An entity shall clearly identify each of the financial statements and the notes and distinguish them from other information in the same document. In addition, an entity shall display the following information prominently, and repeat it when necessary for an understanding of the information presented:</p> <ul style="list-style-type: none">(a) the name of the reporting entity and any change in its name since the end of the preceding reporting period;(b) whether the financial statements cover the individual entity or a group of entities;(c) the date of the end of the reporting period and the period covered by the financial statements;(d) the presentation currency; and(e) the level of rounding, if any, used in presenting amounts in the financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated Income statement and statement of comprehensive income

These illustrative accounts are presented with a separate income statement as a matter of accounting policy choice. A single statement of comprehensive income would present all the items in the same order, but in one continuous statement.

SOURCE	COMMENTS
FRS 102 s5.5, s5.7 & Sch 1 1A(2)	<p>The statement of comprehensive income should include those items required by SI 2008/410 to be included in the profit and loss account. These accounts are presented using Format 1.</p> <p>Note that paragraph 1A(2) of Schedule 1 to the Regulations allows the company's directors to adapt one of the two profit and loss account formats provided that:</p> <ul style="list-style-type: none">(a) the information given is at least equivalent to that which would have been required by the use of such format had it not been thus adapted, and(b) the presentation is in accordance with generally accepted accounting principles or practice. <p>If an entity chooses to apply paragraph 1A(2) and adapt one of the profit and loss account formats, this must be done in accordance with the requirements set out in FRS 102 s5.5B and s5.5C.</p>
FRS 102 s5.7E	<p>An entity shall also disclose on the face of the income statement (or statement of comprehensive income if presented) an amount comprising the total of:</p> <ul style="list-style-type: none">(a) the post-tax profit or loss of discontinued operations; and(b) the post-tax gain or loss attributable to the impairment or on the disposal of the assets or disposal group(s) constituting discontinued operations. <p>A line-by-line analysis shall be presented in the income statement (or statement of comprehensive income if presented), in a column identified as relating to discontinued operations, i.e. separately from continuing operations; a total column shall also be presented.</p>
FRS 102 s5 appendix	<p>has examples of discontinued operations disclosures and presentation.</p>
FRS 102 s5.7F	<p>An entity shall re-present the disclosures in paragraph 5.7E for prior periods presented in the financial statements so that the disclosures relate to all operations that have been discontinued by the end of the reporting period for the latest period presented.</p>
FRS 102 s5.9	<p>An entity shall present additional line items, headings and subtotals in the statement of comprehensive income (and in the income statement, if presented), when such presentation is relevant to an understanding of the entity's financial performance.</p>
FRS 102 s5.9B	<p>This FRS does not require disclosure of 'operating profit'. However, if an entity elects to disclose operating profit the entity should ensure that the amount disclosed is representative of activities that would normally be regarded as 'operating'. For example, it would be inappropriate to exclude items clearly related to operations (such as inventory write-downs, profits or losses on the sale of property, plant and equipment, investment property and intangible assets, and restructuring and relocation expenses) because they occur irregularly or infrequently or are unusual in amount. Similarly, it would be inappropriate to exclude items on the grounds that they do not involve cash flows, such as depreciation and amortisation expenses. Profits or losses on the disposal of a discontinued operation shall be excluded from operating profit.</p>

FRS 102 Layout Limited

Consolidated income statement for the year ended 31 December 2025

	Note	Continuing operations 2025 £'000	Discontinued operations 2025 £'000	Total 2025 £'000	Continuing operations 2024 £'000	Discontinued operations 2024 £'000	Total 2024 £'000
Turnover	4						
Cost of sales							
Gross profit							
Distribution costs							
Administrative expenses							
Other operating income							
Gain from changes in fair value of investment property	15						
Operating profit	5						
Profit on disposal of operations	32						
Share of profit for the year in:							
- Joint ventures	17						
- Associated undertakings	17						
Income from other fixed asset investments	9						
Interest receivable and similar income							
Interest payable and similar expenses	10						
Income from current asset investments	9						
Changes in fair value of investments	17, 20						
Other finance costs	11						
Profit before taxation							
Taxation on profit	12						
Profit for the financial year							

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated statement of comprehensive income

SOURCE	COMMENTS
FRS 102 s3.18 & s6.4	As an alternative to presenting a statement of comprehensive income and a statement of changes in equity, an entity may present a statement of income and retained earnings if the only changes to equity in the periods presented arise from profit or loss, payment of dividends, corrections of prior period material errors and changes in accounting policy.
FRS 102 s5.5A	<p>In addition to the Companies Act format requirements, an entity shall include, in the statement of comprehensive income, line items that present the following amounts for the period:</p> <ul style="list-style-type: none">(a) Classified by nature (excluding amounts in (b)), the components of other comprehensive income recognised as part of total comprehensive income outside profit or loss as permitted or required by this FRS. An entity may present the components of other comprehensive income either:<ul style="list-style-type: none">(i) net of related tax effects; or(ii) before the related tax effects with one amount shown for the aggregate amount of income tax relating to those components.(b) Its share of the other comprehensive income of associates and jointly controlled entities accounted for using the equity method.(c) Total comprehensive income
FRS 102 s5.6 Sch 6 (17)(3)	<p>The following should be presented in the statement of comprehensive income:</p> <ul style="list-style-type: none">(a) Profit or loss for the period attributable to:<ul style="list-style-type: none">(i) Non-controlling interest; and(ii) Owners of the parent.(b) Total comprehensive income for the period attributable to:<ul style="list-style-type: none">(i) Non-controlling interest; and(ii) Owners of the parent.
FRS 102 s5.7B	If an entity presents profit or loss in an income statement, it shall present the information required in paragraph 5.6(a) in that statement.
FRS 102 s5.7C	The statement of comprehensive income shall begin with profit or loss as its first line and shall display, as a minimum, line items that present the amounts in paragraphs 5.5A and 5.6(b) for the period.

Parent's own profit and loss accounts where group accounts are prepared

s408

The parent company's profit and loss account must be approved by directors but may be omitted from published and filed group annual accounts, subject to them including disclosure of the parent company's profit for the year on the company's individual balance sheet and a statement that the exemption has been taken. This exemption is taken to apply to both the statement of comprehensive income and the income statement.

FRS 102 Layout Limited

Consolidated statement of comprehensive income for the year ended 31 December 2025

	Note	2025 £'000	2024 £'000 (as restated – see note 3)
Profit for the financial year		_____	_____
Currency translation differences			
Actuarial gains/(losses) on defined benefit pension scheme	25		
Fair value changes of effective cash flow hedge	23		
Cash flow hedge reserve recycled to profit or loss	23		
Taxation in respect of items of other comprehensive income			
		_____	_____
Other comprehensive income/(loss) for the year			
		_____	_____
Total comprehensive income for year		_____	_____
Profit for the financial year attributable to:		=====	=====
Non-controlling interest			
Owners of the parent company		_____	_____
		=====	=====
Total comprehensive income attributable to:			
Non-controlling interest			
Owners of the parent company		_____	_____
		=====	=====

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated balance sheet

SOURCE	COMMENTS
FRS 102 s4.2, & Sch 1 1A(1)	<p>The statement of financial position should be presented in accordance with the requirements of SI 2008/410 for a balance sheet. These accounts are presented using Format 1.</p> <p>Note that paragraph 1A(1) of Schedule 1 to the Regulations allows the company's directors to adapt one of the balance sheet formats to distinguish between current and non-current items in a different way provided that:</p> <ul style="list-style-type: none">(a) the information given is at least equivalent to that which would have been required by the use of such format had it not been thus adapted, and(b) the presentation is in accordance with generally accepted accounting principles or practice. <p>If an entity chooses to apply paragraph 1A(1) and adapt one of the balance sheet formats, this must be done in accordance with the requirements set out in FRS 102 s4.2A to s4.2D.</p>
FRS 102 s4.3	<p>An entity shall present additional line items, headings and subtotals in the statement of financial position when such presentation is relevant to an understanding of the entity's financial position.</p>
FRS 102 s4.4A	<p>In instances where the amount of debtors due after more than one year is so material in the context of the total net current assets that in the absence of disclosure of the debtors due after more than one year on the face of the statement of financial position readers may misinterpret the financial statements, the amount should be disclosed on the face of the statement of financial position within current assets. In most cases it will be satisfactory to disclose the amount due after more than one year in the notes to the financial statements.</p>
FRS 102 s3.22	<p>Although FRS 102 uses the term statement of financial position, other titles may be used as long as it is not misleading. In these illustrative accounts the statement has been entitled the "Balance sheet" consistent with the terminology used in SI 2008/410.</p>

BDO comment

The pension liability has been presented in the balance sheet of FRS 102 Layout Limited after all other net assets, consistent with the presentation previously required by FRS 17 other than it is not presented net of related deferred tax. (Deferred tax relating to defined benefit pension deficits or surpluses is presented with other deferred tax balances.)

Such a presentation is potentially supported by legal advice received by the Accounting Standards Board when developing FRS 17 that such a presentation would not contravene company legislation.

However, it should be noted that neither FRS 102 or SI 2008/410 explicitly require or permit such presentation.

Sch 1 (4)(2) & (4)(3)	<p>FRS 102 Layout Limited has taken advantage of the following regulations:</p> <p>4(2) The directors may combine items to which Arabic (i.e. 1, 2, 3...) numbers are given in any of the formats in section B if-</p> <ul style="list-style-type: none">(a) Their individual amounts are not material to assessing the state of affairs or profit or loss of the company for the financial year in question, or(b) the combination facilitates that assessment. <p>4(3) Where sub-paragraph (2)(b) applies, the individual amounts of any items which have been combined must be disclosed in a note to the accounts.</p>
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FRS 102 Layout Limited

Consolidated balance sheet at 31 December 2025

<i>Company number: xxxxxxxx</i>	Note	2025 £'000	2025 £'000	2024 £'000	2024 £'000
				(as restated – see note 3)	
Fixed assets					
Intangible assets	14				
Tangible assets	15				
Right-of-use assets	16				
Investments	17				
			_____		_____
Current assets					
Stocks	18				
Debtors	19				
Investments	20				
Cash at bank and in hand					
		_____		_____	
Creditors: amounts falling due within one year	21				
		_____		_____	
Net current assets					
			_____		_____
Total assets less current liabilities					
			_____		_____
Creditors: amounts falling due after more than one year	22				
Provisions for liabilities	24				
			_____		_____
Net assets excluding pension liability					
Pension liability	25				
			_____		_____
Net assets			_____		_____

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated balance sheet

SOURCE	COMMENTS
Goodwill FRS 102 s19.24	<p>Note that where a group has negative goodwill (excess) they will need to present any positive goodwill separately on the face of the statement of financial position (rather than within intangibles).</p> <p>The negative goodwill is recognised and separately disclosed on the face of the statement of financial position, immediately below goodwill, and followed by a subtotal of the net amount of goodwill and the excess.</p> <p>(FRS 102 Layout Limited has no “negative goodwill”)</p>
Disposal group FRS 102 s4.14	<p>If, at the reporting date, an entity has a binding sale agreement for a major disposal of assets, or a disposal group, the entity shall disclose information in the notes to the financial statements. No separate disclosure is required in the balance sheet. See note 32.</p>
Non-controlling interest FRS 102 s9.20 Sch 6 (17)(2)	<p>The consolidated balance sheet should show the aggregate of the capital and reserves attributable to the non-controlling interest in the net assets of subsidiaries at the end of the period separately from the equity of the owners of the parent.</p>
Signatures s414	<p>Approval and signing of accounts</p> <ol style="list-style-type: none">1) A company's annual accounts must be approved by the board of directors and signed on behalf of the board by a director of the company.2) The signature must be on the company's balance sheet. <p>In practice both company and group balance sheets are usually signed.</p>
FRS 102 s32.9	<p>An entity shall disclose the date the financial statements were authorised for issue and who gave that authorisation.</p>
Registered number s396 & s397	<p>The company's registered number must be stated in the accounts.</p>

FRS 102 Layout Limited

Consolidated balance sheet at 31 December 2025 (*continued*)

<i>Company number 0123581</i>	Note	2025 £'000	2024 £'000 (as restated – see note 3)
Capital and reserves			
Called up share capital	27		
Share premium account			
Capital redemption reserve			
ESOP share reserve	28		
Convertible debt option reserve			
Cash flow hedge reserve			
Merger reserve			
Profit and loss account			
		_____	_____
Equity attributable to owners of the parent company			
Non-controlling interests			
		_____	_____
		=====	=====

The financial statements were approved by the Board of Directors and authorised for issue on [Date].

[Name]
Director

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated statement of changes in equity

SOURCE	COMMENTS
FRS 102 s6.3	<p>An entity shall present a statement of changes in equity showing in the statement:</p> <ol style="list-style-type: none">total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non-controlling interests;for each component of equity, the effects of retrospective application or retrospective restatement recognised; andfor each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from:<ol style="list-style-type: none">profit or loss;other comprehensive income; andthe amounts of investments by, and dividends and other distributions to, owners, showing separately issues of shares, purchase of own share transactions, dividends and other distributions to owners, and changes in ownership interests in subsidiaries that do not result in a loss of control.
FRS 102 s6.3A	<p>For each component of equity, an entity shall present, either in the statement of changes in equity or in the notes, an analysis of other comprehensive income by item.</p>
FRS 102 s6.3B	<p>When an entity has more than one class of share capital, it shall disclose dividends paid (in aggregate and per share) separately for each class of share capital. This disclosure can be provided in the statement of changes in equity or in the notes (<i>FRS 102 Layout Limited has presented this information in the notes – see note 13</i>).</p>

The statement of changes in equity satisfies the disclosure requirements of SI 2008/410 in respect of reserves:

Sch 1 (59)	<p>Give a reconciliation of all movements on reserves, in tabular form, showing:</p> <ul style="list-style-type: none">balance brought forward;transfers to and from reserves;source and application respectively of such transfers; andbalance carried forward.
Sch 1 (35)(2)	<p>Any revaluation reserve (for example, if a policy of revaluing tangible fixed assets other than investment property was followed) must be shown in the company's balance sheet under a separate sub-heading in the position given for the "revaluation reserve" in format 1 or 2, but need not be shown under that name.</p> <p><i>FRS 102 Layout Limited does not have a revaluation reserve.</i></p>
Sch 6 (14)	<p>State the cumulative amount of goodwill in relation to acquisitions in previous years which has been eliminated against reserves. Show the figure net of goodwill attributable to businesses disposed of before the balance sheet date.</p> <p>Any negative goodwill should be disclosed separately.</p> <p><i>FRS 102 Layout Limited has no such disclosure to make.</i></p>
Sch 1 (43)	<p>State:</p> <ol style="list-style-type: none">any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),the aggregate amount of dividends that the company is liable to pay at the balance sheet date, andthe aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c). [<i>see note 13</i>]

FRS 102 Layout Limited
Consolidated statement of changes in equity
For the year ended 31 December 2025

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	ESOP share reserve £'000	Convertible debt option reserve £'000	Cash flow hedge reserve £'000	Merger reserve £'000	Profit and loss account £'000	Equity attributable to owners of the parent company £'000	Non-controlling interests £'000	Total equity £'000
At 31 December 2024											
Effect of adoption of FRS 102 amendments (note 38)											
At 1 January 2025 as restated											
Comprehensive income for the year											
Profit for the year											
Currency translation differences											
Actuarial gains on pension scheme											
Hedge effective portion of change in fair value of designated hedging instrument											
Cash flow hedge reserve recycled to profit or loss											
Taxation in respect of other comprehensive income											
Other comprehensive income for the year											
Total comprehensive income for the year											
Contributions by and distributions to owners											
Dividends											
Conversion of loan stock											
Share-based payment credit											
Purchase of shares by ESOP											
Exercise of share options											
Total contributions by and distributions to owners											
At 31 December 2025											

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated statement of changes in equity

SOURCE	COMMENTS
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No further comments - see previous page for guidance.

FRS 102 Layout Limited
Consolidated statement of changes in equity
For the year ended 31 December 2024

	Share capital	Share premium	Capital redemption reserve	ESOP share reserve	Convertible debt option reserve	Cash flow hedge reserve	Merger reserve	Profit and loss account	Equity attributable to owners of the parent company	Non-controlling interests	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 December 2023 as previously stated											
Effect of prior period error (note 3)											
At 31 December 2023 as restated											
Comprehensive income for the year											
Profit for the year as restated											
Currency translation differences											
Actuarial losses on pension scheme											
Taxation in respect of other comprehensive income											
Other comprehensive income for the year											
Total comprehensive income for the year											
Contributions by and distributions to owners											
Dividends (as restated)											
Share-based payment credit											
Purchase of shares by ESOP											
Total contributions by and distributions to owners											
At 31 December 2024 as restated											

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Consolidated statement of cash flows

SOURCE	COMMENTS
FRS 102 s7.1 & s7.2	The statement of cash flows provides information about the changes in cash and cash equivalents, being short-term highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value. Bank overdrafts are normally considered financing activities similar to borrowings. However, if they are repayable on demand and form an integral part of an entity's cash management, bank overdrafts are a component of cash and cash equivalents.
FRS 102 s7.3	The statement should list the inflows and outflows of cash classified under the following standard headings: Operating activities, Investing activities, and Financing activities. FRS 102 s7.4–s7.6 give examples of cash flows arising from each of these.
FRS 102 s7.15-7.17	Certain cash flows such as interest and dividends paid and interest and dividends received may be classified differently to how FRS 102 Layout Limited has chosen as long as this is consistent year on year.
FRS 102 s7.13	The unrealised gain or loss on cash and cash equivalents held or due in a foreign currency shall be presented separately from cash flows from operating, investing and financing activities.
FRS 102 s7.7	An entity shall present cash flows from operating activities using either: (a) the indirect method, whereby a measure of profit or loss disclosed in the statement of comprehensive income (or separate income statement if presented) is adjusted for the effects of non-cash transactions, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows; or (b) the direct method, whereby major classes of gross receipts and gross cash payments are disclosed. <i>FRS 102 Layout Limited has adopted the indirect method of presentation and has used profit <u>after</u> tax as the measure of profit or loss.</i>
FRS 102 s7.8	Under the indirect method, an entity shall present a reconciliation determining the net cash flow from operating activities by adjusting a measure of profit or loss disclosed in the statement of comprehensive income (or separate income statement if presented) for the effects of: (a) changes during the period in inventories and operating receivables and payables; (b) non-cash items such as depreciation, provisions, deferred tax, accrued income (expenses) not yet received (paid) in cash, unrealised foreign currency gains and losses, undistributed profits of associates, and non-controlling interests; and (c) all other items for which the cash effects relate to investing or financing.
FRS 102 s7.18	An entity shall exclude from the statement of cash flows investing and financing transactions that do not require the use of cash or cash equivalents and shall disclose such transactions elsewhere in the financial statements in a way that provides all the relevant information about those activities.
FRS 102 s7.20	An entity shall present the components of cash and cash equivalents and a reconciliation of the amounts presented in the statement of cash flows to the equivalent items presented in the statement of financial position (balance sheet). The reconciliation is not needed if the amount presented in the statement of cash flows is identical to the amount similarly described in the statement of financial position.
FRS 102 s7.22	FRS 102 requires a "net debt reconciliation"; it is presented in note 36.

FRS 102 Layout Limited

Consolidated statement of cash flows for the year ended 31 December 2025

	Note	2025 £'000	2024 £'000
Cash flows from operating activities			
Profit for the financial year			
Adjustments for:			
Depreciation, impairment and amortisation of fixed assets	14/15/16		
Share of profit for the year of equity accounted investments	17		
Net fair value losses/(gains) recognised in profit or loss	15/17/20		
Net interest payable/(receivable)			
Dividend income from fixed and current asset investments	9		
Taxation expense	12		
Difference between net pension expense and cash contribution			
Share-based payment charges	30		
Increase in trade and other debtors			
Decrease / (increase) in stocks			
Decrease in trade and other creditors			
Increase / (decrease) in provisions			
Foreign exchange			
Profit on disposal of operations			
Cash from operations			
Interest paid			
Taxation paid			
Net cash generated from operating activities			
Cash flows from investing activities			
Proceeds from sale of tangible fixed assets	15		
Purchases of tangible fixed assets	15		
Purchases of intangible assets	14		
Receipt of government grant			
Interest received			
Dividends received on fixed and current asset investments			
Sale of business operations, net of cash disposed of	32		
Purchase of subsidiary undertaking, net of cash acquired	31		
Investment in associated undertaking	17		
Purchase of current asset investments	20		
Sale of current asset investments	20		
Net cash from investing activities			
Cash flows from financing activities			
Exercise of share options	27		
Capital element of lease liabilities (2024 - finance leases) repaid	22,36		
Equity dividends paid	13		
New bank loans	22		
Purchase of own shares by ESOP	28		
Net cash from / (used in) financing activities			
Net increase in cash and cash equivalents			
Cash and cash equivalents at beginning of year			
Foreign exchange gains and losses on cash and cash equivalents			
Cash and cash equivalents at end of year			
Cash and cash equivalents comprise:			
Cash at bank and in hand			
Bank overdrafts	21		

The notes on page 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Company balance sheet

SOURCE	COMMENTS
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Parent company profit	
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s408	Where a parent company omits its own profit and loss account in its annual report that includes its consolidated financial statements it must disclose:
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- On the parent company's individual balance sheet, the company profit or loss for the financial year determined in accordance with the Companies Act; and
- That this exemption is being applied. *[This 2nd part is given on the balance sheet in FRS 102 Layout Limited but can also be given in a note to the financial statements].*

General	
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FRS 102 s3.22	Although FRS 102 uses the term statement of financial position, other titles may be used as long as it is not misleading. In these illustrative accounts the statement has been entitled the "Balance sheet" consistent with the terminology used in SI 2008/410.
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Signatures	
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s414	Approval and signing of accounts
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- (1) A company's annual accounts must be approved by the board of directors and signed on behalf of the board by a director of the company.
- (2) The signature must be on the company's balance sheet.

In practice both company and group balance sheets are usually signed.

FRS 102 s32.9	An entity shall disclose the date when the financial statements were authorised for issue and who gave that authorisation.
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Other matters	
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	See Consolidated balance sheet guidance notes for other guidance notes in relation to the balance sheet.
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Company cash flow statement

FRS 102 s1.8 & s1.12	A qualifying entity may take advantage of an exemption from presenting its own statement of cash flows.
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A qualifying entity is a member of a group (including the parent) where the parent of that group prepares publicly available consolidated financial statements which are intended to give a true and fair view (of the assets, liabilities, financial position and profit or loss) and that member is included in the consolidation.

FRS 102 Layout Limited

Company balance sheet at 31 December 2025

<i>Company number 0123581</i>	Note	2025 £'000	2025 £'000	2024 £'000	2024 £'000
				(as restated – see note 3)	
Fixed assets					
Tangible assets	15				
Investments	17				
Current assets					
Stocks	18				
Debtors	19				
Investments	20				
Cash at bank and in hand					
Creditors: amounts falling due within one year	21				
Net current assets					
Total assets less current liabilities					
Creditors: amounts falling due after more than one year	22				
Provision for liabilities	24				
Net assets					
Capital and reserves					
Called up share capital	27				
Share premium account					
Capital redemption reserve					
ESOP share reserve	28				
Convertible debt option reserve					
Cash flow hedge reserve					
Profit and loss account					

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements. The profit of the company for the year was £xxx (2024 - £xxx).

The financial statements were approved by the Board of Directors and authorised for issue on [Date].

[Name]
Director

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

Company statement of changes in equity

SOURCE	COMMENTS
FRS 102 s6.3	An entity shall present a statement of changes in equity showing in the statement: (a) total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non-controlling interests; (b) for each component of equity, the effects of retrospective application or retrospective restatement recognised in accordance with Section 10 <i>Accounting Policies, Estimates and Errors</i> ; and (c) for each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from: (i) profit or loss; (ii) other comprehensive income; and (iii) the amounts of investments by, and dividends and other distributions to, owners, showing separately issues of shares, purchase of own share transactions, dividends and other distributions to owners, and changes in ownership interests in subsidiaries that do not result in a loss of control.
FRS 102 s6.3A	For each component of equity, an entity shall present, either in the statement of changes in equity or in the notes, an analysis of other comprehensive income by item.
FRS 102 s6.3B	<i>When an entity has more than one class of share capital, it shall disclose dividends paid (in aggregate and per share) separately for each class of share capital. This disclosure can be provided in the statement of changes in equity or in the notes (FRS 102 Layout Limited has presented this information in the notes – see note 13).</i>

Although there is no requirement to disclose distributable profits, an entity may consider transferring non-distributable profits arising from revaluations that have been recognised in profit or loss (such as property revaluations and some financial instrument revaluations) from the profit and loss account to a separate reserve or separately disclosing the amount of distributable profits at the reporting date.

The statement of changes in equity satisfies the disclosure requirements of SI 2008/410 in respect of reserves:

Sch 1 (59)	Give a reconciliation of all movements on reserves, in tabular form, showing: <ul style="list-style-type: none">• balance brought forward;• transfers to and from reserves;• source and application respectively of such transfers; and• balance carried forward.
Sch 1 (35)(2)	Any revaluation reserve (for example, if a policy of revaluing tangible fixed assets other than investment property was followed) must be shown in the company's balance sheet under a separate sub-heading in the position given for the "revaluation reserve" in format 1 or 2, but need not be shown under that name. <i>FRS 102 Layout Limited does not have a revaluation reserve.</i>
Sch 1 (43)	State: (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves, (b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date), (c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and (d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c). <i>[see note 13].</i>

FRS 102 Layout Limited
Company statement of changes in equity
For the year ended 31 December 2025

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	ESOP share reserve £'000	Convertible debt option reserve £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total equity £'000
At 31 December 2024								
Comprehensive income for the year								
Profit for the year								
Hedge effective portion of change in fair value of designated hedging instrument								
Cash flow hedge reserve recycled to profit or loss								
Taxation in respect of other comprehensive income								
Other comprehensive income for the year								
Total comprehensive income for the year								
Contributions by and distributions to owners								
Dividends								
Conversion of loan stock								
Share-based payment credit								
Purchase of shares by ESOP								
Exercise of share options								
Total contributions by and distributions to owners								
At 31 December 2025								

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

No further comments - see previous page for guidance.

FRS 102 Layout Limited
Company statement of changes in equity
For the year ended 31 December 2024

	Share capital	Share premium	Capital redemption reserve	ESOP share reserve	Convertible debt option reserve	Cash flow hedge reserve	Profit and loss account	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 December 2023 as previously stated								
Effect of prior period error (note 3)								
At 31 December 2023 as restated								
Comprehensive income for the year								
Profit and total comprehensive income for the year as restated								
Contributions by and distributions to owners								
Dividends (as restated)								
Share-based payment credit								
Purchase of shares by ESOP								
Total contributions by and distributions to owners								
At 31 December 2024 as restated								

The notes on pages 42 to 160 form part of these financial statements.

FRS 102 Layout Limited Guidance Notes

General requirements for the Notes to the financial statements

SOURCE	COMMENTS
Order of the notes FRS 102 s8.3	An entity shall, as far as practicable, present the notes in a systematic manner. An entity shall cross-reference each item in the financial statements to any related information in the notes.
FRS 102 s8.4	An entity normally presents the notes in the following order: (a) a statement that the financial statements have been prepared in compliance with this FRS (FRS 102 s3.3); (b) a summary of material accounting policy information (FRS 102 s8.5); (c) supporting information for items presented in the financial statements, in the sequence in which each statement and each line item is presented; and (d) any other disclosures.
Sch 1 (42)(2)	The notes must be presented in the order in which, where relevant, the items to which they relate are presented in the balance sheet and in the profit and loss account.
FRS 102 s3.14	Comparative information should be provided for all amounts presented in the financial statements unless FRS 102 specifically permits or requires its omission (including narrative & descriptive information when it's relevant to an understanding of the current period's financial statements).

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025

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FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE	COMMENTS
Accounting policies FRS 102 s3.24, s396(A1) & s404(A1)	An entity shall disclose in the notes the legal form of the entity (including whether the company is a public or a private company and whether it is limited by shares or by guarantee), its country of incorporation and the address of its registered office (and principal place of business if different), and a description of the nature of the entity's operations and its principal activities unless this is disclosed in the business review (or similar statement) accompanying the financial statements. It must also state within the accounts the company's registered number, the part of the UK in which it is registered and where appropriate, the fact that the company is being wound up. <i>[FRS 102 Layout Limited shows its registered number on the balance sheet].</i>
FRS 102 s3.3	An entity whose financial statements comply with this FRS shall make an explicit and unreserved statement of such compliance in the notes. Financial statements shall not be described as complying with this FRS unless they comply with all the requirements of this FRS.
FRS 103 s1.12	NOTE RE-FRS 103: An entity whose financial statements comply with FRS 103 shall, in addition to its statement of compliance with FRS 102 make an explicit and unreserved statement of compliance with FRS 103 in the notes to the financial statements. <i>FRS 102 Layout Limited has no such disclosure to make.</i>
FRS 102 s1.37 (Periodic Review 2024 amendments)	<p>The FRC issued an amended FRS 102 in September 2024. The principal effective date for these amendments is accounting periods beginning on or after 1 January 2026, with early application permitted provided all amendments are applied at the same time. <u>FRS 102 Layout Limited has chosen to early adopt these amendments.</u></p> <p>An earlier effective date applies to new requirements for additional disclosures about supplier finance arrangements in Section 7 Statement of Cash Flows of FRS 102. These are effective for periods beginning on or after 1 January 2025. <u>FRS 102 Layout Limited has adopted this amendment – see notes 1 and 21 (new disclosures highlighted in red).</u></p>
FRS 102 s1.38	If an entity applies these amendments early it shall disclose that fact, unless it is a small entity in the Republic of Ireland, in which case it is encouraged to disclose that fact.
FRS 102 s8.5	An entity shall disclose material accounting policy information (see paragraph 3.17). Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the users of general purpose financial statements make on the basis of those financial statements. The disclosure shall include the measurement basis (or bases) used in preparing the financial statements.

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FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE	COMMENTS
Reduced disclosures FRS 102 s1.11	<p>A qualifying entity (for the purposes of FRS 102) may take advantage of the disclosure exemptions in FRS 102 s1.12, in accordance with FRS 102 s1.8 to 1.10, provided that:</p> <ul style="list-style-type: none">(a) [Deleted](b) It otherwise applies the recognition, measurement and disclosure requirements of FRS 102.(c) It discloses in the notes to its financial statements:<ul style="list-style-type: none">(i) a brief narrative summary of the disclosure exemptions adopted; and(ii) the name of the parent of the group in whose consolidated financial statements its financial statements are consolidated, and from where those financial statements may be obtained. <i>[Note for FRS 102 Layout Limited the individual entity statements and notes are included within the consolidated financial statements so no further disclosure is required for part ii)].</i> <p>See appendix 1 for further details of these disclosure exemptions.</p>
Going concern FRS 102 s3.8A	<p>When an entity prepares financial statements on a going concern basis, it shall disclose that fact, together with confirmation that management has considered information about the future as set out in paragraph 3.8. It shall also disclose, in accordance with paragraph 8.6, any significant judgements made in assessing the entity's ability to continue as a going concern.</p>
FRS 102 s3.9	<p>When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, the entity shall disclose those uncertainties. When an entity does not prepare financial statements on a going concern basis, it shall disclose that fact, together with the basis on which it prepared the financial statements and the reason why the entity is not regarded as a going concern.</p>
The following accounting policy disclosure requirements are not applicable for FRS 102 Layout Limited but must be given where relevant circumstances apply.	
FRS 102 s3.5 & Sch 1 (10)(2)	<p>When an entity departs from a requirement of this FRS or from a requirement of applicable legislation for 'true and fair' reasons, it shall disclose the following:</p> <ul style="list-style-type: none">(a) that management has concluded that the financial statements give a true and fair view of the entity's financial position, financial performance and, when required to be presented, cash flows;(b) that it has complied with the FRS or applicable legislation, except that it has departed from a particular requirement of the FRS or applicable legislation to the extent necessary to give a true and fair view; and(c) the nature and effect of the departure, including the treatment that the FRS or applicable legislation would require, the reason why that treatment would be so misleading in the circumstances that it would conflict with the objective of financial statements and the treatment adopted.
FRS 102 s3.6	<p>When an entity has departed from a requirement of this FRS or applicable legislation in a prior period, and that departure affects the amounts recognised in the financial statements for the current period, it shall make the disclosures set out in paragraph 3.5(c).</p>
FRS 102 s3.10	<p>When the end of an entity's reporting period changes and the annual financial statements are presented for a period longer or shorter than one year, the entity shall disclose that fact; the reason for using a longer or shorter period; and the fact that comparative amounts presented in the financial statements (including the related notes) are not entirely comparable.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025

1 Accounting policies [TAILOR AS APPROPRIATE TO THE ENTITY'S CIRCUMSTANCES]

FRS 102 Layout Limited is a private company limited by shares, incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the group's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with FRS 102 the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies. Details of the significant judgements and estimates are provided in note 2.

The group and company have early adopted the amendments to FRS 102 from the *Periodic Review 2024* for the year ended 31 December 2025. Information on the effect of the adoption of these amendments is provided in note 38.

Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available to qualifying entities:

- No cash flow statement or net debt reconciliation has been presented for the parent company;
- Disclosures in respect of the details of the parent company's supplier finance arrangements have not been provided as equivalent disclosures have been provided in respect of the group as a whole;
- Disclosures in respect of the parent company's income, expense, net gains and net losses on financial instruments measured at amortised cost have not been presented as equivalent disclosures have been provided in respect of the group as a whole;
- Disclosures in respect of the details of the parent company's share-based payment arrangements have not been presented as equivalent disclosures have been provided in respect of the group as a whole; and
- No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.
- Certain disclosures in respect of revenue including disaggregation of revenue and details of unsatisfied performance obligations

[Note that the specific disclosure exemptions taken, particularly in relation to financial instruments, should be tailored to the individual entity – the above does not represent a complete list. Where a parent company is a lessee and/or has revenue from contracts with customers, disclosures may be required in the separate financial statements under sections 20 and 23 of FRS 102 although there are some exemptions available for qualifying entities in accordance with s1.12 – please see appendix 1 for further details of the available exemptions. As usual, disclosures relating to income and expenditure may not be necessary where a parent company has taken the exemption under s408 to not prepare its own profit and loss account.]

Going concern

[FRS 102 Section 3 now requires entities to include a confirmation that management has considered information about the future in its assessment of going concern and any significant judgments made in assessing an entity's ability to continue as a going concern. Entities should include specific considerations of going concern, including matters such as how the impact and the expected future effects of global conflicts and changes in inflation and interest rates have been factored into this.]

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Basis of consolidation

FRS 102 s3.23(b) It shall be clearly identified if the financial statements cover the individual entity or a group of entities.

FRS 102 s9.23(a) The consolidated financial statements shall disclose the fact that the statements are consolidated financial statements.

Sch 4 (10) & s400 (2)(c) or s401 (2)(d) The reason why the company is not required to prepare group accounts must be stated. It must state if this is due to s400 or s401.

This is not applicable for FRS 102 Layout Limited.

Associates and joint ventures

FRS 102 s14.12(a) The financial statements shall disclose the accounting policy for investments in associates and jointly controlled entities.
FRS 102 s15.19(a)

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

The following material accounting policies have been applied:

Basis of consolidation

The consolidated financial statements present the results of FRS 102 Layout Limited and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 1 January 2014. Therefore, the group continues to recognise a merger reserve which arose on a past business combination that was accounted for as a merger in accordance with UK GAAP as applied at that time.

Associates and joint ventures

An entity is treated as an associated undertaking where the group exercises significant influence in that it has the power to participate in the operating and financial policy decisions. An entity is treated as a joint venture where the group is party to a contractual agreement with one or more parties from outside the group to undertake an economic activity that is subject to joint control.

In the consolidated accounts, interests in associated undertakings and joint ventures are accounted for using the equity method of accounting. Under this method an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investor's share of the profit or loss, other comprehensive income and equity of the associate, or joint venture. The consolidated statement of comprehensive income includes the group's share of the operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the group. Any share of losses are only recognised to the extent that they do not reduce the investment balance below zero as the group has no obligations to make payments on behalf of the associate or joint venture, and any share of subsequent profits shall be accounted for once the unrecognised profits are equal to the unrecognised losses. In the consolidated balance sheet, the interests in associated undertakings and joint ventures are shown as the group's share of the identifiable net assets, including any unamortised premium paid on acquisition. Any unrealised profits and losses from transactions between the Group and the associate or joint venture are eliminated to the extent of the Group's interest in the associate or joint venture.

Any premium on acquisition is included within the equity method accounted figure in the financial statements as goodwill. This goodwill is amortised over 5 years. Where there are indicators of impairment, the investment as a whole is tested for impairment.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Revenue

- FRS 102 s23.135 An entity shall disclose information about its performance obligations in contracts with customers, including a description of:
- (a) when the entity typically satisfies its performance obligations (eg upon shipment, upon delivery, as services are rendered or upon completion of service)
 - (b) the significant payment terms (eg when payment is typically due, whether the contract includes a financing transaction, and whether the consideration amount is variable)
 - (c) the nature of the goods or services that the entity has promised to transfer, highlighting any promises to arrange for another party to transfer goods or services (ie if the entity is acting as an agent)
 - (d) obligations for returns, refunds and other similar obligations, and
 - (e) types of warranties and related obligations
- FRS 102 s23.136 For performance obligations that an entity satisfies over time, the entity shall disclose the methods it used to recognise revenue – for example, a description of the output methods or input methods used and how those methods are applied.
- FRS 102 s23.139 An entity shall disclose if it chooses to use the options in paragraph 23.60 (making no adjustments for the time value of money), paragraph 23.113 (recognising costs incurred to obtain a contract as an asset), or paragraph 23.114 (recognising costs to obtain a contract as expenses when incurred for contracts in which the amortisation period for the asset that the entity would otherwise have recognised is one year or less).

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Turnover

Performance obligations and timing of revenue recognition

The majority of the Group's turnover is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

Some goods sold by the Group include warranties which require the Group to either replace or mend a defective product during the warranty period if the goods fail to comply with agreed-upon specifications. In accordance with FRS 102 Section 23, such warranties are not accounted for as separate performance obligations and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties in accordance with Section 21 Provisions and contingencies. On some product lines, a customer is able to take out extended warranties. These are accounted for as separate performance obligations, with the revenue earned recognised on a straight-line basis over the term of the warranty.

The Group has a division which carries out design (consultancy-type) services for customers. Revenue allocated to each separate performance obligation is typically recognised on an over time basis. This is because the designs created have no alternative use for the Group and the contracts would require payment to be received for the time and effort spent by the Group on progressing the contracts in the event of the customer cancelling the contract prior to completion for any reason other than the Group's failure to perform its obligations under the contract. On partially complete software design contracts, the Group recognises revenue based on stage of completion of the project which is estimated by comparing the number of hours actually spent on the project with the total number of hours expected to complete the project (i.e. an input based method). This is considered a faithful depiction of the transfer of services as the contracts are initially priced on the basis of anticipated hours to complete the project and therefore also represents the amount to which the Group would be entitled based on its performance to date.

Typically, the Group issues invoices at the point of order for the sale of goods and at stipulated intervals for consultancy contracts. Invoices have 60-day payment terms. For consultancy contracts, where revenue recognised for the services provided exceed the payments made, a contract asset is recognised. Where the payments exceed the revenue recognised for the services provided, a contract liability is recognised.

Determining the transaction price

Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. Exceptions are as follows:

- Some contracts provide customers with a right of return. These relate predominantly, but not exclusively, to online sales direct to consumers. Historical experience enables the Group to estimate reliably the value of goods that will be returned and restrict the amount of revenue recognised to the amount that is highly probable the Group will be entitled to once the return period has lapsed. A refund liability is recognised for the amount of consideration received for goods expected to be returned with a corresponding adjustment to revenue. In addition to this a refund asset is recognised (classified as stock) for products expected to be returned with a corresponding adjustment to cost of sales.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE	COMMENTS
Revenue	
FRS 102 s23.135	An entity shall disclose information about its performance obligations in contracts with customers, including a description of: (a) when the entity typically satisfies its performance obligations (eg upon shipment, upon delivery, as services are rendered or upon completion of service) (b) the significant payment terms (eg when payment is typically due, whether the contract includes a financing transaction, and whether the consideration amount is variable) (c) the nature of the goods or services that the entity has promised to transfer, highlighting any promises to arrange for another party to transfer goods or services (ie if the entity is acting as an agent) (d) obligations for returns, refunds and other similar obligations, and (e) types of warranties and related obligations
FRS 102 s23.136	For performance obligations that an entity satisfies over time, the entity shall disclose the methods it used to recognise revenue – for example, a description of the output methods or input methods used and how those methods are applied.
FRS 102 s23.139	An entity shall disclose if it chooses to use the options in paragraph 23.60 (making no adjustments for the time value of money), paragraph 23.113 (recognising costs incurred to obtain a contract as an asset), or paragraph 23.114 (recognising costs to obtain a contract as expenses when incurred for contracts in which the amortisation period for the asset that the entity would otherwise have recognised is one year or less).

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Turnover (*continued*)

*Determining the transaction price (*continued*)*

- There are a number of contracts where the customer pays significantly in advance of receiving the goods. Where the period between the customer paying for the goods and the Group delivering the goods is greater than 12 months the amount of consideration received is adjusted for the effects of the time value of money. An interest expense is recognised in accordance with Section 11 of FRS 102.
- Some contracts provide customers with a right to a rebate based on the volume of goods purchased. Variable consideration relating to volume rebates has been estimated such that it is highly probable that the Group will be entitled to the cumulative amount of revenue recognised when the uncertainty associated with the volume rebates is subsequently resolved.

Allocating amounts to performance obligations

For most contracts, there is a fixed unit price for each product sold, with reductions given for bulk orders placed at a specific time. Therefore, there is no judgement involved in allocating the contract price to each unit ordered. Where a customer orders more than one product line, the Group is able to determine the split of the total contract price between each product line by reference to each product's standalone selling prices (all product lines are capable of being, and are, sold separately).

For consultancy contracts, each contract has a stipulated fixed price with minor variable elements (if any). These contracts usually contain multiple performance obligations and the Group is able to determine the split of the total contract price based on the standalone price of each service being provided or related goods.

Costs of obtaining long-term contracts and costs of fulfilling contracts

When the Group incurs incremental costs in obtaining consultancy contracts (such as incremental commissions paid to sales staff), the Group policy is to recognise these as assets. Contract cost assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. They are presented in prepayments and amortised in accordance with the same pattern as revenue is recognised (see above).

The Group expenses the incremental costs of obtaining a contract when the amortisation period of the asset otherwise recognised would have been one year or less.

Intangible assets

Goodwill

Goodwill represents the excess of the cost of a business combination over the fair value of the group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in 'intangible assets'. Goodwill on acquisitions of joint ventures and associates is included in the related equity accounted investment value.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued, plus the amount of any non-controlling interests in the acquiree plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree. Contingent consideration is included in cost at its acquisition date fair value and, in the case of contingent consideration classified as a financial liability, remeasured subsequently through profit or loss.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Goodwill

FRS 102 s18.28A

When, as part of a business combination, an acquirer chooses to recognise intangible assets separately from goodwill that meet condition (a) and only one of (b) or (c) in paragraph 18.8, the acquirer shall disclose the nature of those intangible assets and the reason why they have been separated from goodwill.

FRS 102 B18.10

The FRC considers that examples of intangible assets that would normally satisfy all three criteria include licences, copyrights, trademarks, internet domain names, patented technology and legally protected trade secrets, and examples of intangible assets that would not normally satisfy all three criteria include customer lists, customer relationships and unprotected trade secrets (such as secret recipes or formulas) as no contractual or legal right exists that would give rise to expected future economic benefits.

Amortisation

FRS 102 s18.27 (a), (b) & (d)

An entity shall disclose the following for each class of intangible assets:

- (a) the useful lives or amortisation rates used and the reasons for choosing those periods
- (b) the amortisation methods used
- (d) the line item(s) in the statement of comprehensive income (or in the income statement, if presented) in which any amortisation of intangible assets is included.

Sch 1 (22) (2), (3) & (4)
FRS 102 s18.20
FRS 102 s19.23(a)
FRS 102 s19.25(g)

Where in exceptional cases the useful life of intangible assets/goodwill cannot be reliably estimated, such assets must be written off over a period chosen by the directors, which shall not exceed 10 years.

In such cases, the period chosen by the directors and the reasons for choosing that period must be disclosed in a note to the accounts.

FRS 102 s19.26B

If, in exceptional cases, an entity was unable to make a reliable estimate of the useful life of goodwill arising on a business combination in a previous reporting period, it shall disclose for each such business combination the period over which the goodwill is being amortised and supporting reasons for the period chosen.

Development costs

Sch 1 (21) (2)

If any amount is included in the balance sheet in respect of development costs, the note on accounting policies (see paragraph 44 of this Schedule) must include the following information –

- (a) the period over which the amount of those costs originally capitalised is being or is to be written off, and
- (b) the reasons for capitalising the development costs in question.

s844 & TECH
02/17BL:2.38

Where development costs are shown or included as an asset in a company's accounts, any amount shown or included in respect of those costs is treated as a realised loss unless the directors decide that there are special circumstances for not doing so. This exception would be the case if the costs are carried forward in accordance with applicable accounting standards. The justification must be disclosed in the notes to the accounts.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Intangible assets (continued)

Goodwill (continued)

For business combinations occurring after 1 January 2019, intangible assets acquired are recognised separately from goodwill only when they are separable from the acquired entity and give rise to other contractual/legal rights. Prior to 1 January 2019 intangible assets acquired were recognised separately from goodwill when they were separable from the acquired entity or gave rise to other contractual/legal rights.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is carried at cost less accumulated amortisation and accumulated impairment losses. Goodwill amortisation is calculated by applying the straight-line method to its estimated useful life. If a reliable estimate cannot be made, the useful life of goodwill is presumed to be 10 years. Goodwill is being amortised to 'administrative expenses' over periods ranging from 3 to 10 years.

Estimates of the useful economic life of goodwill are based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Research and development costs

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research is recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised to 'administrative expenses' on a straight-line basis over their expected useful economic lives, which range from 3 to 6 years. Amortisation begins when the intangible asset is available for use, ie when it is in the location and condition necessary for it to be usable in the manner intended by management.

The expected useful economic life of development costs are estimated based on business plans which set out the development plan and time to market for the associated project.

If it is not possible to distinguish between the research phase and the development phase of an internal project the expenditure is treated as if it were all incurred in the research phase only.

Website development costs

Where group companies' websites are expected to generate future revenues in excess of the costs of developing those websites and all other capitalisation criteria are met, expenditure on the functionality of the website is capitalised and treated as an intangible fixed asset and amortised over x years, which represents the expected utilisation of the website by the group commencing from the date the websites are available for use. Expenditure incurred on maintaining websites and expenditure incurred on developing websites used only for advertising and promotional purposes are written off as incurred. Development costs that are capitalised in accordance with the requirements of FRS 102 are not treated, for dividend purposes, as a realised loss.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Property, plant and equipment and investment properties rented to group entities

FRS 102 s17.30A The following disclosures are relevant to an entity that chooses to measure investment properties rented to another group entity under the cost model in this section, as permitted by paragraph 16.4A(b).

FRS 102 s17.31 (a) An entity shall disclose the following for each class of property, plant and to (c) equipment:

- (a) the measurement bases used for determining the gross carrying amount
- (b) the depreciation methods used
- (c) the useful lives or the depreciation rates used

Changes in estimates

FRS 102 s10.18 An entity shall disclose the nature of any change in an accounting estimate and the effect of the change on assets, liabilities, income and expense for the current period. If it is practicable for the entity to estimate the effect of the change in one of more future periods, the entity shall disclose those estimates.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Tangible fixed assets

Tangible fixed assets, other than investment properties, 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.

The group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred if the replacement part is expected to provide incremental future benefits to the group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation

Land is not depreciated. Depreciation on other assets 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:

Freehold buildings - showrooms	-	xx years
Freehold buildings – other	-	xx years
Leasehold land and buildings	-	The term of the lease
Plant, machinery and vehicles	-	xx years
Fixtures, fittings, tools and equipment	-	xx years
Computers	-	xx years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, 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 within 'other operating income or losses' in the statement of comprehensive income.

Previously the group depreciated its computer equipment and related assets over a period of xx years. During the year the directors reassessed the useful economic life of these assets to xx years. This has resulted in an additional depreciation charge for the year of £xxx. Computers are included within fixtures, fittings, tools and equipment.

Investment properties

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

In the company's individual financial statements, investment properties rented to other group companies are classified as property, plant and equipment (land and buildings) and held at historical cost less depreciation and impairment. Depreciation is charged on a straight-line basis over the estimated useful life of 50 years.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Valuation of investments

FRS 102 s11.48A (b) For financial instruments at fair value through profit or loss that are not financial liabilities held as part of a trading portfolio and are not derivatives, disclose the method used to establish the amount of change attributable to changes in own credit risk, or, if the change cannot be measured reliably or is not material, that fact.

Impairment

FRS 102 s27.28 An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

Foreign Currency

Sch 1 (70)

Where any sums originally denominated in foreign currencies have been brought into account under any items shown in the balance sheet format or profit and loss account formats, the basis on which those sums have been translated into sterling (or the currency in which the accounts are drawn up) must be stated.

FRS 102 s30.26

An entity shall disclose the currency in which the financial statements are presented. When the presentation currency is different from the functional currency, an entity shall state that fact and shall disclose the functional currency and the reason for using a different presentation currency.

FRS 102 s30.27

When there is a change in the functional currency of either the reporting entity or a significant foreign operation, the entity shall disclose that fact and the reason for the change.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Valuation of investments

In the company's individual accounts, investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

Investments in unlisted company shares, which have been classified as fixed asset investments as the Group intends to hold them on a continuing basis, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

Investments in listed company shares, which have been classified as current asset investments, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

Impairment of fixed assets and goodwill

Fixed assets and goodwill are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Fixed assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

Where indicators exist for a decrease in an impairment loss previously recognised for assets other than goodwill, the prior impairment loss is tested to determine whether all or part of the impairment loss should be reversed. An impairment loss is reversed on an individual impaired asset to the extent that it does not increase the carrying amount of the asset above the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets of the CGU, except for goodwill, on a pro-rata basis. Impairment losses on goodwill are not reversed.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'sterling', which is the company's functional and the group's presentation currency.

On consolidation, the results of overseas operations are translated into sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date, including any goodwill in relation to that entity. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

Transactions and balances

Foreign currency transactions are translated into the group entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Financial instruments

FRS 102 s.11.40

In accordance with paragraph 8.5, an entity shall disclose **material accounting policy information, including the measurement basis (or bases) for financial instruments used in preparing the financial statements (including the accounting policy choice made in accordance with paragraph 11.2).**

Hedge accounting

Sch 1 (35) (6)

Sch 1 (41) (2)

The notes must disclose the treatment for taxation purposes of amounts credited or debited to the:

- Revaluation reserve
- Fair value reserve (includes cash flow hedge reserve)

As this differs depending on specifics – the policy is left open ended on the following page.

Supplier finance arrangements – additional guidance

The FRS 102 Periodic Amendments 2024 have introduced some specific disclosure requirements related to supplier finance arrangements. FRS 102 s7.20B explains the characteristics of supplier finance arrangements as:

“Supplier finance arrangements are characterised by one or more finance providers offering to pay amounts an entity owes its suppliers and the entity agreeing to pay according to the terms and conditions of the arrangements at the same date as, or a date later than, suppliers are paid. These arrangements provide the entity with extended payment terms, or the entity’s suppliers with early payment terms, compared to the related invoice payment due date. Supplier finance arrangements are often referred to as supply chain finance, payables finance or reverse factoring arrangements. Arrangements that are solely credit enhancements for the entity (eg financial guarantee contracts) or instruments used to settle directly with a supplier the amounts owed (eg credit cards) are not supplier finance arrangements.”

FRS 102 s7.20C provides the new disclosures required. Please see note 21 for an example of these disclosures.

The new disclosure requirements inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements. The disclosures enable a user to assess the magnitude of the entity’s supplier finance arrangements and their effect on operating and financing cash flows. The disclosures also enable users to understand the effect of supplier finance arrangements on the entity’s exposure to liquidity risk and how the entity might be affected if the arrangements were no longer available to it.

An entity should assess the nature of their supplier finance arrangements to consider the most appropriate classification in the balance sheet (as either a trade payable or borrowings) and in the cashflow statement (as either operating or financing cash flows). FRS 102 Layout Limited has classified the liabilities due under supplier financing arrangement as trade creditors and the associated cash flows within operating activities. An alternative presentation may be more appropriate depending on the specific facts and circumstances of the arrangements.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Foreign currency translation (*continued*)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in profit or loss within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'administrative expenses'.

Financial instruments

Financial assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost using the effective interest rate method.

The group classifies financial liabilities from its supplier finance arrangements as trade creditors as the arrangements have not substantively changed the payment dates and other contractual terms compared to the underlying trade creditors. The related cash flows are included in operating activities in the consolidated cash flow statement.

Hedge accounting

The group has entered into variable to fixed rate interest swaps to manage its exposure to interest rate cash flow risk on its variable rate debt. These derivatives are measured at fair value at each reporting date. To the extent the hedge is effective, movements in fair value are recognised in other comprehensive income and presented in a separate cash flow hedge reserve. This amount is reclassified from the cash flow hedge reserve to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss. Any ineffective portions of those movements are recognised in profit or loss for the period.

Amounts charged or credited to the cash flow hedge reserve are treated for tax purposes as *[insert details]*.

Convertible debt

The proceeds received on issue of the group's convertible debt are allocated into their liability and equity components and presented separately in the balance sheet. Transaction costs that relate to the issue of the instrument are allocated to the liability and equity components of the instrument in proportion to the allocation of proceeds.

The amount initially attributed to the debt component equals the discounted cash flows using a market rate of interest that would be payable on a similar debt instrument that did not include an option to convert. This is then measured at amortised cost.

The difference between the net proceeds of the convertible debt and the amount allocated to the debt component is credited direct to equity and is not subsequently re-measured. On conversion, the debt and equity elements are credited to share capital and share premium as appropriate, with no gain or loss recognised.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Tax treatment

Sch 1 (35) (6)

Sch 1 (41) (2)

The notes must disclose the treatment for taxation purposes of amounts credited or debited to the:

- Revaluation reserve
- Fair value reserve (includes cash flow hedge reserve)

As this differs depending on specifics – the policy is left open ended in FRS 102 Layout Limited.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Employee share ownership plan (ESOP)

The cost of the company's shares held by the ESOP is deducted from equity in the company and group balance sheets under the heading ESOP share reserve. Any gain or loss on disposal of these shares by the ESOP is also recognised directly in equity. Other assets and liabilities of the ESOP (including cash and borrowings) are recognised as assets and liabilities of the company.

Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the profit and loss account is charged with the fair value of goods and services received.

National insurance contributions ('NICs') on share options

To the extent that the share price at the balance sheet date is greater than the exercise price on options granted under unapproved schemes after 19 May 2000, provision for any NICs has been made based on the prevailing rate of NI using the share price at the balance sheet date. The provision is accrued over the performance period attached to the award, with any post vesting movement in value recognised in that year.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or 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 reporting date in the countries where the company's subsidiaries operate and generate taxable income.

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

- 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the group can control their reversal and such reversal is not considered probable in the foreseeable future.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Leases as a lessee

FRS 102 s20.78

An entity that has applied either or both of the practical expedients in paragraphs 20.13 and 20.33 shall disclose that fact.

FRS 102 s20.82

A lessee that accounts for short-term leases or leases of low-value assets applying paragraph 20.6 shall disclose that fact.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Current and deferred taxation (continued)

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 income tax is determined based on the rates expected to apply at the date of reversal, using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Leases as a lessee

The group leases various office space, warehouses and vehicles. The group accounts for a contract, or a part of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration.

For contracts that both convey a right to the group to use an identified asset and require services to be provided to the group by the lessor, the group has elected to account for the entire contract as a lease. Therefore, the group does not allocate any amount of the contractual payments to services provided by the supplier as part of the contract.

Lease Measurement

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low-value assets, and
- Leases with a duration of 12 months or less (short-term leases)

The group has assessed that office equipment and certain IT equipment are low value assets. The group recognises the lease payments associated with leases of low value assets and short-term leases as an expense on a straight-line basis over the lease term.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate implicit in the lease. Where that rate cannot be readily determined, which is typically the case, either the group's incremental borrowing rate or the group's obtainable borrowing rate on commencement of the lease is used. The choice of rate is applied on a lease-by-lease basis.

Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee
- the exercise price of any purchase option if the group is reasonably certain to exercise that option
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of a termination option being exercised

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Leases as a lessee - presentation

- FRS 102 s20.74 A lessee shall either present in the statement of financial position, or disclose in the notes:
- (a) right-of-use assets separately from other assets. If a lessee does not present right-of-use assets separately in the statement of financial position, the lessee shall:
 - (i) include right-of-use assets within the same line item as that within which the corresponding underlying assets would be presented if they were owned, and
 - (ii) disclose which line items in the statement of financial position include those right-of-use assets.
 - (b) lease liabilities separately from other liabilities. If the lessee does not present lease liabilities separately in the statement of financial position, the lessee shall disclose which line items in the statement of financial position include those liabilities.
- FRS 102 s20.75 The requirement in paragraph 20.74(a) does not apply to right-of-use assets that meet the definition of investment property, which shall be presented in the statement of financial position as investment property.

Additional guidance

FRS 102 s20.74 provides two options for the presentation of right-of-use assets. They are either presented separately on the face of the balance sheet or presented within the same line item for similar underlying assets. For example, an entity which has right-of-use assets in relation to property could present these within Property, Plant and Equipment rather than as a separate 'right-of-use asset' line item on the face of the balance sheet. Where this option is taken, an entity must disclose right-of-use assets separately in the notes to the financial statements and explain which line item they are included within.

The same option applies to lease liabilities.

FRS 102 Layout Limited has presented right-of-use assets separately on the face of the balance sheet. Lease liabilities are not presented separately on the face of the balance but are disclosed in the notes. This is explained in the accounting policy.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Leases as a lessee (*continued*)

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease
- initial direct costs incurred, and
- the amount of any provision recognised where the group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations – see note XX)

Subsequent to initial measurement, lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

The group remeasures the lease liability and makes an equivalent adjustment to the right-of-use asset in the following situations:

- When the group revises its estimate of the term of any lease (because, for example, the group re-assesses the probability of a lessee extension or termination option being exercised) the carrying amount of the lease liability is adjusted to reflect the payments over the revised term, which are discounted using a revised discount rate.
- Where there is a change in the future lease payments resulting from a change in an index or a rate used to determine those payments the carrying amount of the lease liability is adjusted to reflect the revised payments. The discount rate remains unchanged unless the change in lease payments is due to a change in floating interest rates. Where this is the case, the group uses a revised discount rate that reflects the changes in the interest rate.
- Subject to the exceptions noted below, where a lease contract is modified such that it doesn't decrease the scope of the lease, and the modification is not accounted for as a separate lease, the lease liability is remeasured using the revised lease payments over the lease term of the modified lease discounted using a revised discount rate.

Where there has been a modification to a lease, the group applies the policy above except:

- If the modification results in a decrease in the scope of the lease, an equivalent adjustment to the right-of-use asset is not made. Instead, the group recognises a proportionate reduction in the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease. The difference between the remeasured lease liability and the right-of-use asset is recognised as a modification gain or loss in profit or loss.
- The group uses an unchanged discount rate when either:
 - the additional consideration from the lease modification is insignificant to the total consideration of the original lease,
 - the consideration for the lease decreases by an amount commensurate with the stand-alone price for the decrease in scope, or
 - the lease modification decreases the consideration payable for the remaining term of the lease but does not decrease the scope of the lease by removing the right to use one or more underlying assets.

Presentation of right-of-use assets and lease liabilities

The group presents right-of-use assets which do not meet the definition of investment property separately from other assets in the balance sheet. Right-of-use assets which meet the definition of investment property are presented in the balance sheet as investment property. Lease liabilities are not presented separately in the balance sheet. They are presented within creditors: amounts falling due within one year and creditors: amounts falling due after one year.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

No further comments – see previous page for guidance.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Leases as a lessee (*continued*)

Sale and leaseback

Where the group enters into a sale and leaseback transaction, the nature of the arrangement is considered using the requirements of Section 23 *Revenue* to assess if the transfer of the asset represents a sale.

- Where the transfer of the asset is a sale the group recognises a right-of-use asset at cost. Any excess of sale proceeds over the previous carrying amount is deferred and amortised over the lease term. Any shortfall of sale proceeds under the previous carrying amount is recognised immediately in profit or loss.
- Where the transfer of the asset is not a sale, the group continues to recognise the transferred asset within tangible assets and a financial liability equal to the transfer proceeds. The financial liability is subsequently measured at amortised cost.

Leases as a lessor

Where assets are leased to a third party and substantially all the risks and rewards of ownership have been transferred to the lessee, the assets are classified as finance leases and are treated as if they have been sold outright. The amount removed from the fixed assets is the net book value on disposal of the asset. The net investment in the lease, which represents the present value of the lease payments receivable, is recognised within debtors. The difference between the two amounts is recognised as a profit on disposal.

Finance lease receipts are analysed between capital and interest components so that the interest element of the receipt is credited to profit or loss over the term of the lease and represents a constant proportion of the balance of capital repayments outstanding. The capital part reduces the amounts owed by the lessee.

All other leases are treated as operating leases. Their annual rentals are credited to profit or loss on a straight-line basis over the term of the lease.

Pension costs

Contributions to the group's defined contribution pension scheme are charged to profit or loss in the year in which they become payable.

Some of the subsidiaries of the group jointly operate a group defined benefit pension plan. There is a stated policy for charging the net defined benefit scheme between those group companies that are a party to the scheme and hence a proportion of the defined benefit scheme assets, liabilities, income and costs are recognised by individual group companies in accordance with that policy.

However, as FRS 102 Layout Limited is not itself a party to the scheme and none of its own employees are members of that scheme, no proportion of the scheme is recognised in its individual company financial statements.

The difference between the fair value of the assets held in the group's defined benefit pension scheme and the scheme's liabilities measured on an actuarial basis using the projected unit method are recognised in the group's balance sheet as a pension asset or liability as appropriate. The carrying value of any resulting pension scheme asset is restricted to the extent that the group is able to recover the surplus either through reduced contributions in the future or through refunds from the scheme.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE	COMMENTS
Stocks FRS 102 s13.22(a)	Disclose the accounting policies adopted in measuring inventories, including the cost formula used.
Government grants FRS 102 s24.6	An entity shall disclose the following: (a) the accounting policy adopted for grants; (b) the nature and extent of grants recognised in the financial statements; (c) unfulfilled conditions and other contingencies attaching to grants that have been recognised in income; and (d) an indication of other forms of government assistance from which the entity has directly benefited. Examples include free technical or marketing advice and the provision of guarantees.
Reserves FRS 102 s4.12(b)	An entity shall disclose, either in the statement of financial position or in the notes, a description of each reserve within equity.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

1 Accounting policies (*continued*)

Stocks

Stocks are stated at the lower of cost and net realisable value.

Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

Net realisable value is the estimated selling price less the estimated costs of completion and the estimated costs necessary to make the sale. Any write-down of stock to net realisable value and all losses of stocks are recognised as an expense in the period the write-down or loss occur.

Government grants

Grants are accounted for under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the profit and loss account at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in "other income" within profit or loss in the same period as the related expenditure.

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. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

Reserves

The Group and Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- The share premium account includes the premium on issue of equity shares, net of any issue costs.
- The capital redemption reserve contains the nominal value of own shares that have been acquired by the company and cancelled.
- ESOP share reserve represents the cost of the shares of the Company held by the Employee Share Ownership Plan (ESOP) trust for the purpose of long-term incentive schemes for employees.
- Convertible debt option reserve represents the equity component of convertible debt instruments.
- Cash flow hedge reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective.
- Merger reserve arose on a past business combination that was accounted for as a merger in accordance with UK GAAP as applied at that time.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

FRS 102 Layout Limited Guidance Notes

The accounting policies set out in these financial statements are included merely for illustrative purposes and should not be considered applicable to any specific case. Accounting policies should be drafted on a case-by-case basis so as to fully explain the specific **material** accounting policies applied.

SOURCE

COMMENTS

Key judgements and other key sources of estimation uncertainty

FRS 102 s8.6

An entity shall disclose, along with **material** accounting policy information or other notes, the judgements, apart from those involving estimations, that management has made in the process of applying the entity's accounting policies that have the most significant impact on the amounts recognised in the financial statements.

FRS 102 s8.7

An entity shall disclose in the notes information about the key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. In respect of those assets and liabilities, the notes shall include details of:

- (a) their nature; and
- (b) their carrying value as at the end of the reporting period. *[FRS 102 Layout Limited covers this requirement by cross-referencing the disclosures to the relevant note where the affected portion is the entire balance shown in the note].*

FRS 102 s16.10

An entity shall disclose the following:

- (a) the methods and significant assumptions applied in determining the fair value of investment property;

(See note 15 for remaining disclosure requirements)

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determining when control of goods have transferred to overseas customers and a sale is recognised. This has been determined to be upon delivery to the buyer rather than dispatch as the group retains the risk during the shipping process.
- Determine whether there are indicators of impairment of the group's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- Determine whether the Employee Share Ownership Plan (ESOP) should be considered to be under the control or de facto control of the parent company. The judgement that the parent company does exert de facto control has resulted in the ESOP's assets and liabilities being recognised on the parent company and consolidated balance sheets.

Other key sources of estimation uncertainty

- *Tangible fixed assets (see note 15)*

Tangible fixed assets, other than investment properties, are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Investment properties are professionally valued annually using a yield methodology. This uses market rental values capitalised at a market capitalisation rate but there is an inevitable degree of judgement involved in that each property is unique and value can only ultimately be reliably tested in the market itself. Key inputs into the valuations were:

- Annual rent per square metre: £xxx - £xxx, with a weighted average of £xxx
- Capitalisation rate: xx% - xx%, with a weighted average of xx%.

- *Investments (see notes 17 and 20)*

The most critical estimates and assumptions for investments relate to the determination of carrying value of unlisted investments at fair value through profit and loss. In determining this amount, the Group applies the overriding concept that fair value is the amount for which an asset can be exchanged between knowledgeable willing parties in an arm's length transaction. The nature, facts and circumstance of the investment drives the valuation methodology.

Listed investments are valued at the quoted bid price at the reporting date. Unquoted investments are valued using a price/earnings multiple methodology. The relevant price/earnings multiple is determined by reference to those applying to quoted companies in similar industries after adjustment for the reduced liquidity of unquoted companies. This multiple is then applied to the earnings of the investee company in the period, after adjustments for one-off unusual income or expenditure in the period.

Key inputs include a price earnings multiple of xx – xx, applied to the average EBITDA forecasts for the next xx years.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Prior period adjustments	
FRS 102 s10.23	<p>An entity shall disclose the following about material prior period errors:</p> <ul style="list-style-type: none">(a) the nature of the prior period error;(b) for each prior period presented, to the extent practicable, the amount of the correction for each financial statement line item affected;(c) to the extent practicable, the amount of the correction at the beginning of the earliest prior period presented; and(d) an explanation if it is impracticable to determine the amounts to be disclosed in (b) or (c) above. <p>Financial statements of subsequent periods need not repeat these disclosures.</p> <p>Note – There are no requirements for a third statement of financial position where prior period adjustments have been made.</p>
FRS 102 s10.10	<p>If an FRS allows a choice of accounting treatment (including the measurement basis) for a specified transaction or other event or condition and an entity changes its previous choice, that is a change in accounting policy.</p>
FRS 102 s10.13	<p>When an amendment to an FRS has an effect on the current period or any prior period, or might have an effect on future periods, an entity shall disclose the following:</p> <ul style="list-style-type: none">(a) the nature of the change in accounting policy;(b) for the current period and each prior period presented, to the extent practicable, the amount of the adjustment for each financial statement line item affected;(c) the amount of the adjustment relating to periods before those presented, to the extent practicable; and(d) an explanation if it is impracticable to determine the amounts to be disclosed in (b) or (c) above. <p>Financial statements of subsequent periods need not repeat these disclosures.</p>
FRS 102 s10.14	<p>When a voluntary change in accounting policy has an effect on the current period or any prior period, an entity shall disclose the following:</p> <ul style="list-style-type: none">(a) the nature of the change in accounting policy;(b) the reasons why applying the new accounting policy provides reliable and more relevant information;(c) to the extent practicable, the amount of the adjustment for each financial statement line item affected, shown separately:<ul style="list-style-type: none">(i) for the current period;(ii) for each prior period presented; and(iii) in the aggregate for periods before those presented; and(d) an explanation if it is impracticable to determine the amounts to be disclosed in (c) above. <p>Financial statements of subsequent periods need not repeat these disclosures.</p>
FRS 102 s3.12	<p>When the presentation or classification of items in the financial statements is changed, an entity shall reclassify comparative amounts unless the reclassification is impracticable. When comparative amounts are reclassified, an entity shall disclose the following:</p> <ul style="list-style-type: none">(a) the nature of the reclassification;(b) the amount of each item or class of items that is reclassified; and(c) the reason for the reclassification.
FRS 102 s3.13	<p>If it is impracticable to reclassify comparative amounts, an entity shall disclose the reason why.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

3 Prior year adjustment for correction of error

Group	Equity as at 1 January 2024 £'000	Equity as at 31 December 2024 £'000	Profit for year ended 31 December 2024 £'000
As previously stated			
Prior year adjustment – correction of error (a)			
As restated			
Company	Equity as at 1 January 2024 £'000	Equity as at 31 December 2024 £'000	Profit for year ended 31 December 2024 £'000
As previously stated			
Prior year adjustment – correction of error (a)			
As restated			

(a) In the prior year, the company's preference share capital of £xxx was incorrectly classified as equity rather than a financial liability. The preference shares are redeemable at the option of the shareholder at par, there is a contractual obligation to pay an annual dividend of xx% of nominal value into perpetuity, which along with the absence of any other equity-style rights, results in the shares being classified wholly as a financial liability. These are now presented in 'creditors: amounts falling due after more than one year'. Additionally, as a consequence of the liability classification in the balance sheet, dividends paid to preference shareholders should have been presented as a finance cost rather than a deduction from equity.

Changes in accounting policies during the year

The group has adopted the FRS 102 amendments during the year. The group has applied the modified retrospective approach to changes in accounting policies as a result of these amendments and therefore the comparatives have not been restated. Instead, the adjustments arising from the FRS 102 amendments have been recognised in the opening balances as at 1 January 2025. See note 38 for further information.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Turnover

Sch 1 (68)

- (1) State the turnover attributable to each class of business and describe the class. The classes will probably be the “principal activities” disclosed elsewhere.
- (2) State the turnover attributable to each geographic market. (It is assumed that this means market by destination).
- (5) Information need not be disclosed if it would be seriously prejudicial to the company, but that fact must be stated. [Note – this is expected to be rare.]

Note – Sch 1 (68)(1) refers to regulation 4(3)(b) for medium sized exemptions, however regulation 4(3)(b) no longer exists.

FRS 102 s23.131

- An entity shall disaggregate revenue recognised from contracts with customers into categories that depict how its revenue and cash flows are affected by economic factors. Categories that might be appropriate include:
- (a) type of good or service (eg major product lines)
 - (b) geographical market (eg country or region)
 - (c) market or type of customer (eg government and non-government customers)
 - (d) timing of transfer of goods or services (eg revenue from goods or services transferred to customers at a point in time and revenue from goods or services transferred over time), and
 - (e) revenue earned as an agent or as a principal

Additional guidance

The disaggregation of revenue required by FRS 102 s23.131 could include additional categories such as type of market or customer, or revenue earned as an agent or a principal. The example disclosures provided in these illustrative accounts are disaggregated by class of business, geographical market and timing of the transfer of the goods and services to illustrate how this may be presented and also to ensure the disclosures required by Sch 1 (68) of the Regulations have been addressed.

FRS 102 s23.132

- If an entity applies IFRS 8 Operating Segments, the entity shall disclose sufficient information to enable users of financial statements to understand the relationship between the disclosure of disaggregated revenue (as required by paragraph 23.131) and revenue information that is disclosed for each reportable segment.

Additional guidance

FRS 102 Layout Limited is not in scope of the disclosures required by IFRS 8 Operating segments. If an entity is in scope then additional disclosures are required which show the relationship between the disaggregated revenue and revenue for reportable segments in accordance with FRS 102 s23.132.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

4 Turnover

Group

Disaggregation of revenue

The Group has disaggregated revenue recognised from contracts with customers into various categories below by class of business, geographical market and the timing of the transfer of goods and services to customers at a point in time or over time:

Analysis by class of business	2025 £'000	2024 £'000
Manufacturing of toy models	_____	_____
Distribution of sports equipment	_____	_____
Provision of consultancy services	_____	_____
	=====	=====
Analysis by geographical market	2025 £'000	2024 £'000
United Kingdom		
USA		
Rest of Europe		
Rest of the world		
	_____	_____
	_____	_____
	=====	=====
Analysis by timing of transfer of goods and services	2025 £'000	2024 £'000
Point in time		
Over time		
	_____	_____
	_____	_____
	=====	=====

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Turnover FRS 102 s23.133	An entity shall disclose the following amounts for the reporting period unless those amounts are presented separately in the statement of comprehensive income (or income statement, if presented) by applying other sections of this FRS: (a) revenue recognised from contracts with customers, which the entity shall disclose separately from its other sources of revenue, and (b) any impairment losses recognised (by applying Section 11) on any receivables or contract assets arising from an entity's contracts with customers, which the entity shall disclose, in aggregate, separately from impairment losses from other contracts
FRS 102 s23.134	An entity shall disclose: (a) the opening and closing balances of receivables, contract assets and contract liabilities from contracts with customers, if not otherwise separately presented or disclosed (b) revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period, and (c) revenue recognised in the reporting period from performance obligations satisfied or partially satisfied in previous periods (eg changes in estimates of variable consideration)
Additional guidance FRS 102 s23.134(a) requires disclosure of the opening and closing balances of receivables, contract assets and contract liabilities if these are not presented elsewhere. It is likely that the closing balance for the current and prior year will be disclosed within the debtors and creditors notes. However, the opening balance in the comparative period may not be disclosed in those notes. FRS 102 Layout Limited includes the full disclosure within this revenue note. However, it may not all be required information here if the balances are separately disclosed in the debtors and creditors notes.	
FRS 102 s23.137	An entity shall provide a quantitative or qualitative explanation of the significance of unsatisfied performance obligations and when they are expected to be satisfied. However, an entity need not disclose such information for a performance obligation if either of the following conditions is met: (a) the performance obligation is part of a contract that has an original expected duration of one year or less, or (b) the entity recognises revenue from the satisfaction of the performance obligation in accordance with paragraph 23.103
FRS 102 s23.138	An entity shall disclose: (a) the closing balances of assets recognised from the costs incurred to obtain or fulfil a contract with a customer (in accordance with paragraph 23.113 or 23.117), by main category of asset (eg costs to obtain contracts with customers, pre-contract costs and set-up costs), and (b) the amount of amortisation and any impairment losses recognised in the reporting period

Additional guidance – parent company disclosure exemptions
FRS 102 s1.12 (cB) provides an exemption from certain revenue disclosures for the individual financial statements of the parent (see note 1 and appendix 1 for details of the disclosure exemptions). Some disclosures may still be required depending on the specific circumstances of the qualifying entity.

FRS 102 Layout Limited has included details of the opening and closing balances of receivables. FRS 102 Layout Limited does not have any contract assets, contract liabilities or assets recognised for costs incurred to obtain or fulfil a contract with a customer. All other disclosures are either not applicable or are not required due to the exemptions available under FRS 102 s1.12. An entity must consider their own circumstances to provide appropriate disclosures.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

4 Turnover (*continued*)

Contract balances

The Group has the following balances in relation to contracts with customers:

	31 December 2025 £'000	31 December 2024 £'000	1 January 2024 £'000
Trade debtors			
Contract assets			
Contract liabilities			

£xxx (2024: £xxx) of the revenue recognised in the reporting period was included in the contract liabilities balance at the beginning of the period.

There was £xxx (2024: £xxx) revenue recognised in the current period from performance obligations satisfied or partially satisfied in the previous periods.

Contract assets and contract liabilities are presented within notes 19 and 21 as “accrued income” and “deferred income” respectively. They arise from the Group’s design division, which enter into contracts that can take a few years to complete, because cumulative payments received from customers at each balance sheet date do not necessarily equal the amount of revenue recognised on the contracts.

There was an impairment loss of £xxx (2024: £xxx) on contract asset balances during the year. There was also an impairment loss on trade debtors of £xxx (2024: £xxx) during the year.

The amount of incremental costs to obtain a contract which have been recognised as an asset as at 31 December 2026 is £xxx (2024 – £xxx) and the amortisation charge in the period is £xxx (2024 - £xxx). There was no impairment recognised in the current or prior year.

Unsatisfied performance obligations

The transaction price allocated to unsatisfied performance obligations at 31 December 2025 is £xxx. It is expected that revenue of £xxx will be recognised on these contracts during the year to 31 December 2026 with the remainder of £xxx recognised as revenue during the year to 31 December 2027.

Company

The company has the following balances in relation to contracts with customers:

	31 December 2025 £'000	31 December 2024 £'000	1 January 2024 £'000
Trade debtors			

The company does not have any contract assets or contract liabilities (2024 £xxx). The company has not recognised any incremental costs to obtain or fulfil a contract with a customer (2024 £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
The following expenses charged in arriving at profit before tax should be disclosed in the notes	
FRS 102 s18.29	An entity shall disclose the aggregate amount of research and development expenditure recognised as an expense during the period (ie the amount of expenditure incurred internally on research and development that has not been capitalised as an intangible asset or as part of the cost of another asset that meets the recognition criteria).
FRS 102 s27.32 – 33	Disclose the amount of impairment losses (or reversal) recognised in profit or loss in relation to: <ul style="list-style-type: none"> - inventories - property, plant and equipment (including investment property accounted for by the cost method) - right-of-use assets - goodwill - other intangible assets - investments in joint ventures - investments in associates
Sch 1 P&L format note 17	For each class of fixed asset, disclose the amount charged for depreciation and diminution in value of tangible and intangible fixed assets.
FRS 102 s20.80(b) to (d) [see note 16 for other disclosures under s20.80]	A lessee shall disclose the following amounts for the reporting period: <ul style="list-style-type: none"> (b) the expense relating to short-term leases accounted for applying paragraph 20.6. This expense need not include the expense relating to leases with a lease term of one month or less (c) the expense relating to leases of low-value assets accounted for applying paragraph 20.6. This expense shall not include the expense relating to short-term leases of low-value assets included in paragraph 20.80(b) (d) the expense relating to variable lease payments not included in the measurement of lease liabilities
FRS 102 s26.23(a)	An entity shall disclose the effect of share-based payment transactions on the entity's profit or loss for the period.
FRS 102 s30.25(a)	Disclose the amount of exchange differences recognised in profit or loss during the period, except for those arising on financial instruments measured at fair value through profit or loss.
Sch 1 (69) (2)	The amount, nature and effect of any individual items of income or expenditure which are of exceptional size or incidence must be stated.
Total comprehensive income	
FRS 102 s5.9A	When items included in total comprehensive income are material, an entity shall disclose their nature and amount separately, in the statement of comprehensive income (and in the income statement, if presented) or in the notes.
FRS 102 s30.25(b)	Disclose the amount of exchange differences recognised in other comprehensive income arising during the period.
Auditor remuneration	
SI 2008/489(4)	<i>Medium-sized companies disclose:</i> <ul style="list-style-type: none"> • the amount receivable by the company's auditor for the audit of the accounts. • The nature and estimated money-value of benefits in kind • Separate disclosure for each auditor if there has been more than one auditor
SI 2008/489(5)	<i>A company which is not a small or medium-sized company must disclose separately:</i> <ul style="list-style-type: none"> (1a) remuneration receivable by the company's auditor, or an associate of the company's auditor, for the auditing of those accounts; (1b) AND other remuneration receivable (for services to the company or an associate) by – <ul style="list-style-type: none"> (i) the company's auditor (disclose each auditor separately); or (ii) an associate of the company's auditor.

[Continued on next page]

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

5 Operating profit

	2025	2024
	£'000	£'000
This is arrived at after charging/(crediting):		
Research and development		
- current year's expenditure		
Reorganisation costs following acquisition of subsidiary (note 6)		
Impairment of inventory		
Depreciation of tangible fixed assets		
Impairment of tangible fixed assets		
Depreciation of right-of-use assets		
Amortisation of intangible assets, including goodwill		
Operating lease expense		
Short-term lease expense		
Low-value lease expense		
Variable lease payments not included in lease liability		
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts		
Fees payable to the company's auditor and its associates for other services to the group:		
- The audit of the company's subsidiaries pursuant to legislation		
- Taxation compliance services		
Exchange differences		
Confiscation of stock		
Share-based payment		
Defined contribution pension cost		
Defined benefit pension cost (see note 25)		
Government grants – revenue in nature		

The confiscation of stock relates to action taken by the new government of the Whitsun Islands after the revolution which occurred in February 2025.

The amount of exchange differences recognised in other comprehensive income arising during the year was £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Auditor remuneration	
SI 2008/489 (5)	<p><i>A company which is not a small or medium-sized company must disclose separately:</i></p> <ol style="list-style-type: none">(2) The nature and estimated money-value of benefits in kind(3) Separate disclosure is required of each type of service specified below:<ol style="list-style-type: none">1. The auditing of accounts of any associate of the company2. Audit-related assurance services3. Taxation compliance services4. All taxation advisory services not falling within paragraph 35. Internal audit services6. All assurance services not falling within paragraphs 1 to 57. All services relating to corporate finance transactions entered into, or proposed to be entered into, by or on behalf of the company or any of its associates not falling within paragraphs 1 to 68. All non-audit services not falling within paragraphs 2 to 7
SI 2008/489 (6)	<ol style="list-style-type: none">1) <i>Group accounts</i> must comply with the regulations in SI 2008/489 (5) (as above) as if the undertakings included in the consolidation were a single company except for when the group is small or medium-sized (and not ineligible).2) A note to the individual accounts of:<ol style="list-style-type: none">a) a parent company which is required to prepare and does prepare group accounts in accordance with the Act; andb) a subsidiary company where its parent is required to prepare and does prepare group accounts in accordance with the Act, the company is included in the consolidation, and the statutory auditor is the same as that of the parent; <p>does not have to disclose the information in relation to non-audit services required by regulation 5(1)(b) (see above) if they satisfy the conditions that: the group accounts are required to comply with paragraph (1); and the individual accounts state that the group accounts are so required.</p>
Employee numbers and costs	
s411(1) &(1A)	State the average number of employees (wherever employed) in the year, analysed into categories appropriate to the business. <i>Small companies are exempt from this requirement.</i>
Sch 6 (18)(3)	Separate disclosure is required of average number of employees of proportionately consolidated entities (i.e. 'jointly controlled operations', not JVs).
s411(5)	Disclose aggregate of: <ul style="list-style-type: none">• wages and salaries paid or payable in respect of the year;• social security costs incurred by the company on their behalf; and• other pension costs incurred. <p>[Note – per Sch 10 paragraph 14(3), wages and salaries would include benefits in kind]</p>
s411(7)	This section applies in relation to group accounts as if the undertakings included in the consolidation were a single company. Note - A parent company also has to provide information about its own employee numbers and costs per s411 even if it has not presented its own profit and loss account.
FRS 102 s28.40	An entity shall disclose the amount recognised in profit or loss as an expense for defined contribution plans.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

6 Costs of post-acquisition reorganisation

On 29 June 2025, the group acquired Model Layout (Singapore) Pte Limited. The reorganisation costs of £xxx (2024 - £xxx) relate to its integration within the Far East division and comprise the costs of a redundancy programme affecting the sales, manufacturing and administrative functions, together with associated asset write downs to expected recoverable amount (see note 15). The costs have been charged to operating profit and included in administrative expenses in the statement of comprehensive income.

7 Employees

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Staff costs consist of:				
Wages and salaries				
Social security costs				
Cost of defined benefit scheme (see note 25)				
Cost of defined contribution scheme				
	_____	_____	_____	_____
	_____	_____	_____	_____

Staff costs of £xxx (2024 - £xxx) were capitalised in development costs within intangible assets (note 14) in the year.

The average number of employees during the year was as follows:

	Group 2025 Number	Group 2024 Number	Company 2025 Number	Company 2024 Number
Consultancy				
Models and model layouts				
Art reproductions				
Sportswear and equipment				
Administration				
	_____	_____	_____	_____
	=====	=====	=====	=====

A defined contribution pension scheme is operated by the group on behalf of the employees of one of the subsidiary undertakings. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension charge represents contributions payable by the group to the fund and amounted to £xxx (2024 - £xxx), including contributions payable by the company to the fund amounting to £xxx (2024 - £xxx). Group contributions amounting to £xxx (2024 - £xxx) were payable to the fund at year-end and are included in creditors. Company contributions amounting to £xxx (2024 - £xxx) were payable to the fund at year-end and are included in creditors.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Directors' remuneration – UK Company not quoted or listed on AIM

Sch 5 (1)

Disclose in aggregate the total of:

- Remuneration in respect of qualifying services,
- The amount of money and other assets (other than shares or share options) received under long-term incentive schemes
- Pension scheme contributions made

These amounts exclude National Insurance Contributions.

Disclose the *number* of directors who:

- exercised share options
- received shares under a long-term incentive scheme
- for whom benefits are accruing under money purchase or defined benefit pension schemes

Sch 5 (22A)

Where a company prepares UK GAAP Group Accounts, Sch 5 (1) applies to group accounts with the modification that only the amounts and values referred to received or receivable by the directors of the parent company from the parent company and any of its subsidiary undertakings must be disclosed in the notes to the accounts. [This may mean a difference from company disclosures which include amounts received from third parties – Sch 5 (5).]

Sch 5 (2)

Details of highest paid director's emoluments:

If the directors' remuneration (as calculated below) totals more than £200,000, for the highest paid director disclose:

- aggregate remuneration (as calculated below),
- attributable pension contributions to money purchase pension schemes
- accrued defined benefit pension and lump-sum at the end of the year
- state whether options were exercised or shares received under a long-term incentive scheme

Calculation of the £200,000 total remuneration	<ul style="list-style-type: none"> • Remuneration in respect of qualifying services; and • aggregate amount of money and the net value of assets (excluding shares and share options) receivable under long-term incentive schemes
---	--

Sch 5 (3)

Excess retirement benefits of directors and past directors

Disclose retirement benefits in excess of the original entitlement, unless:

- the amounts could have been paid without additional funding AND
- benefits receivable by all members on the same basis

Sch 5 (4)

Disclose amount and nature of compensation for **loss of office** as director or any connected office. Loss of office includes retirement.

Sch 5 (5)

Disclose amount and nature of **sums payable to third parties** (in cash or kind) for the services of a director by any group company. Payments to fellow group companies are outside the scope of these disclosures.

Sch 5 (14)

"Director of a subsidiary" includes:

- any directorship to which they were nominated by the company
- any company that was a subsidiary when the services were received.

Definitions and general principles

- Qualifying service are services performed as director or manager of parent or subsidiary (see Sch 5.14), including any payments received for accepting office.
- Remuneration includes salaries, fees, bonuses, and taxable expenses in cash or kind (at estimated cash value).
- Remuneration excludes share-based payments, pensions, long-term incentive schemes
- "Long-term incentive schemes" are payments based on performance or service conditions that cover more than one year. They exclude annual bonuses, termination payments, and retirement benefits.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

8 Directors' remuneration

	2025 £'000	2024 £'000
Directors' emoluments		
Amounts receivable under long-term incentive schemes		
Company contributions to defined contribution pension schemes		
Amounts paid to third parties in respect of directors' services		
	=====	=====

There were xx directors in the group's defined contribution pension scheme (2024 - xx). xx of the directors accrued benefits under the group's defined benefit pension scheme during the year (2024 - xx).

Emoluments of the highest paid director were £xxx (2024 - £xxx). Company pension contributions of £xxx (2024 - £xxx) were made to a pension scheme on his behalf.

During the year xx director (the highest paid director) received shares under the long-term incentive schemes (2024 – xx). During the year, xx directors exercised shares (2024 – xx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Income from investments	
Sch 1 P&L format note 15	<p><i>Individual P&L for Parent and Subsidiaries:</i> Income and interest derived from group undertakings must be shown separately from income and interest derived from other sources. <i>This is not applicable for FRS 102 Layout Limited accounts as the s408 exemption is taken to not show individual company P&L.</i></p>
Interest payable and similar charges	
Sch 1 (66)	<p>Disclose interest or similar charges on:</p> <ul style="list-style-type: none"> • all bank loans and overdrafts; and • all other loans. • This does not apply to loans from group undertakings, but with that exception it applies to all loans
Sch 1 P&L format note 15 & 16	<p><i>Individual P&L for Parent and Subsidiaries:</i> Income and interest derived from and payable to group undertakings must be shown separately from income and interest derived from other sources. <i>This is not applicable for FRS 102 Layout Limited accounts as s408 exemption taken to not show individual company P&L.</i></p>
FRS 102 s11/s12/s22	<p>The classification of a financial instrument as a financial liability or an equity instrument determines whether interest, dividends, losses and gains relating to that instrument are recognised as income or expense in profit or loss or as changes recognised directly in equity. Thus, dividend payments on shares wholly recognised as liabilities are recognised as expenses in the same way as interest on a bond. Dividends classified as an expense may be presented in the income statement either with interest on other liabilities or as a separate item.</p>
Sch 1 (27) (3)	<p>The amount of interest capitalised into the cost of an asset must be disclosed. <i>This is not applicable for FRS 102 Layout Limited.</i></p>
FRS 102 s11.48	<p>An entity shall disclose the following items of income, expense, gains or losses:</p> <ol style="list-style-type: none"> (a) income, expense, net gains or net losses, including changes in fair value, recognised on: <ol style="list-style-type: none"> (i) financial assets measured at fair value through profit or loss; (ii) financial liabilities measured at fair value through profit or loss (with separate disclosure of movements on those which are not held as part of a trading portfolio and are not derivatives); (iii) financial assets measured at amortised cost; (iv) financial liabilities measured at amortised cost; and (v) when an entity has made the accounting policy choice in paragraphs 11.2(c) and 12.2(c) to apply the recognition and measurement provisions of IFRS 9, financial instruments measured at fair value through other comprehensive income (b) total interest income and total interest expense (calculated using the effective interest method) for financial assets or financial liabilities that are not measured at fair value through profit or loss; and (c) the amount of any impairment loss for each class of financial asset. A class of financial asset is a grouping that is appropriate to the nature of the information disclosed and that takes into account the characteristics of the financial assets. When an entity has made the accounting policy choice in paragraphs 11.2(c) and 12.2(c) to apply the recognition and measurement provisions of IFRS 9, the groupings shall be based on whether the amount is equal to 12-month expected credit risk losses, equal to lifetime expected credit losses or financial assets that are purchased or originated credit-impaired.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

9 Income from investments

	2025 £'000	2024 £'000
Dividend income from fixed asset investments held at fair value through profit or loss (unlisted shares)	_____	_____
Income from current asset investments held at fair value through profit or loss (listed shares)	_____	_____

10 Interest payable and similar expenses

	2025 £'000	2024 £'000 (as restated – see note 3)
Bank loans and overdrafts	_____	_____
Preference share dividends		
Finance leases and hire purchase contracts		
Lease liabilities		
Convertible loan stock finance cost	_____	_____

11 Other finance costs

	2025 £'000	2024 £'000
Net interest on net defined benefit liability	_____	_____

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Taxation

Sch 1 (67)

Disclose the following major components of the current tax charge:

- UK corporation tax
- Disclose the amount of UK tax that would have been charged but for “double taxation” relief
- UK income tax
- Non-UK tax.

Distinguishing estimated amounts for the current year and any adjustments recognised in respect of prior periods.

FRS 102 s29.25

An entity shall disclose information that enables users of its financial statements to evaluate the nature and financial effect of the current and deferred tax consequences of recognised transactions and other events.

FRS 102 s29.26

An entity shall disclose separately the major components of tax expense or income including:

- (a) current tax expense or income
- (b) any adjustments recognised in the period for current tax of prior periods
- (c) the amount of deferred tax expense or income relating to the origination and reversal of timing differences
- (d) the amount of deferred tax expense or income relating to changes in tax rates or the imposition of new taxes
- (e) adjustments to deferred tax expense or income arising from a change in the tax status of the entity or its shareholders
- (f) the amount of tax expense or income relating to changes in accounting policies and material errors, and
- (g) current tax expense (income) relating to Pillar Two income tax [also see note 26 – deferred tax]

** There is no requirement to separately disclose the amount of current tax and deferred tax expense/income arising from the change in accounting policies on the adoption of the FRS 102 amendments. FRS 102 Layout Limited has chosen to voluntarily disclose this to provide useful information.*

There is no need to show tax on discontinued operations separately in the tax note but FRS 102 s5.7E requires this to be shown separately on the face of the P&L so it has also been disclosed separately here in the note for consistency.

FRS 102 Layout Limited is not within scope of the OECD's Pillar Two model rules therefore disclosures required by s29.26(g) are not applicable to the group.

Uncertain tax treatment

FRS 102 s29.17A to 17C

FRS 102 contains new guidance on uncertain tax treatments. An entity shall apply paragraphs 29.17A to 29.17C either retrospectively in accordance with paragraph 10.12 (restating comparative information) or retrospectively with the cumulative effect recognised at the date of initial application.

FRS 102 s1.68

Where an entity has made significant judgements or where there are key sources of estimation uncertainty associated with uncertain tax treatments, disclosures are required in accordance with FRS 102 s8.6 and s8.7.

There is no impact on FRS 102 Layout Limited for the treatment of uncertain tax positions.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

12 Taxation on profit

	2025 £'000	2025 £'000	2024 £'000	2024 £'000
<i>UK corporation tax</i>				
Current tax on profits of the year				
Adjustment in respect of previous periods				
Tax on discontinued operations				
Tax on change in accounting policies (*)				
		_____		_____
Double taxation relief				
		_____		_____
<i>Foreign tax</i>				
Current tax on foreign income for the year				
		_____		_____
Total current tax				
<i>Deferred tax</i>				
Origination and reversal of timing differences				
Changes to tax rates				
Adjustment in respect of change in accounting policies (*)				
	_____		_____	
Taxation on profit		_____		_____
		=====		=====

[* see guidance notes]

FRS 102 Layout Limited Guidance Notes

SOURCE

Taxation

Sch 1 (67) &
FRS 102 s29.27

COMMENTS

An entity shall disclose the following separately:

- (a) the aggregate current and deferred tax relating to items that are recognised as items of other comprehensive income or equity;
- (b) a reconciliation between:
 - (i) the tax expense or income included in profit or loss and
 - (ii) the profit or loss on ordinary activities before tax multiplied by the applicable tax rate;
- (c) the amount of the net reversal of deferred tax assets and deferred tax liabilities expected to occur during the year beginning after the reporting period together with a brief explanation for the expected reversal;
- (d) an explanation of changes in the applicable tax rate(s) compared with the previous reporting period;
- (e) the amount of deferred tax liabilities and deferred tax assets at the end of the reporting period for each type of timing difference and the amount of unused tax losses and tax credits;
- (f) the expiry date, if any, of timing differences, unused tax losses and unused tax credits; and
- (g) in the circumstances described in paragraph 29.14 [tax rate depends on whether all or part of profits are paid out as dividends], an explanation of the nature of the potential income tax consequences that would result from the payment of dividends to its shareholders.

Some of these disclosures are shown in note 26 (deferred tax) to the accounts

FRS 102 s32.11(h)

The following are examples of non-adjusting events after the end of the reporting period that would generally result in disclosure. The disclosures will reflect information that becomes known after the end of the reporting period but before the financial statements are authorised for issue.....

- (h) changes in tax rates or tax laws enacted or announced that have a significant effect on current and deferred tax assets and liabilities.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

12 Taxation on profit (*continued*)

The tax assessed for the year is higher than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	2025 £'000	2024 £'000
Profit before tax	=====	=====
Profit on ordinary activities at the standard rate of corporation tax in the UK of xx% (2024 – xx%)		
Effects of:		
Expenses not deductible for tax purposes		
Higher tax rates on overseas earnings	-----	-----
Total tax charge for period	=====	=====

The aggregate current and deferred tax relating to items recognised in other comprehensive income is a charge of £xxx (2024 - a credit of £xxx).

The group's overseas tax rates are higher than those in the UK primarily because profits earned in Australia and Singapore are taxed at a rate in excess of xx%. There is no indication that these rates are likely to change in the near future.

For further information on deferred tax balances see notes 24 and 26.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Dividends

FRS 102 s6.3B

When an entity has more than one class of share capital, it shall disclose dividends paid (in aggregate and per share) separately for each class of share capital. This disclosure can be provided in the statement of changes in equity or in the notes (*FRS 102 Layout Limited has presented this information in this note*).

FRS 102 s32.8

If an entity declares dividends to holders of its equity instruments after the end of the reporting period, the entity shall not recognise those dividends as a liability at the end of the reporting period because no obligation exists at that time. The amount of the dividend may be presented as a segregated component of retained earnings at the end of the reporting period.

Sch 1 (43)

There must be stated-

- (a) any amount set aside or proposed to be set aside to, or withdrawn or proposed to be withdrawn from, reserves,
- (b) the aggregate amount of dividends paid in the financial year (other than those for which a liability existed at the immediately preceding balance sheet date),
- (c) the aggregate amount of dividends that the company is liable to pay at the balance sheet date, and
- (d) the aggregate amount of dividends that are proposed before the date of approval of the accounts, and not otherwise disclosed under sub-paragraph (b) or (c).

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

13 Dividends

	2025 £'000	2024 £'000
Ordinary shares		
Final proposed for the prior year of xx p (2024 – xx p) per share		
Interim paid of xx p (2024 – xx p) per share	_____	_____
	=====	=====
Ordinary shares		
Final dividend proposed for the year of xx p (2024 – xx p) per share	_____	_____
	=====	=====

The proposed final dividend has not been accrued for as the dividend was declared after the balance sheet date.

The above dividends exclude dividends declared on shares held within the ESOP scheme (note 28) as these shares are included within these group accounts within the ESOP share reserve. Dividends declared in relation to these shares were:

	2025 £'000	2024 £'000
Ordinary shares		
Final proposed for the prior year of xx p (2024 – xx p) per share		
Interim paid of xx p (2024 – xx p) per share	_____	_____
	=====	=====
Ordinary shares		
Final dividend proposed for the year of xx p (2024 – xx p) per share	_____	_____
	=====	=====

In addition, a dividend of xx p per preference share (2024 – xx p) has been recognised in finance costs as shown in note 10.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Intangible assets FRS 102 s18.27 & Sch 1 (51) [for s18.27(a), (b) and (d), see note 1]	<p>An entity shall disclose the following for each class of intangible assets:</p> <p>c) the gross carrying amount and any accumulated amortisation (aggregated with accumulated impairment losses) at the beginning and end of the reporting period; and</p> <p>e) a reconciliation of the carrying amount at the beginning and end of the reporting period showing separately:</p> <ul style="list-style-type: none">(i) additions, indicating separately those from internal development and those acquired separately;(ii) disposals;(iii) acquisitions through business combinations;(iv) revaluations;(v) amortisation;(vi) impairment losses recognised or reversed in profit or loss in accordance with Section 27 <i>Impairment of Assets</i>; and(vii) other changes. <p>This reconciliation need not be presented for prior periods.</p>
FRS 102 s18.28(a)	<p>An entity shall also disclose the following - a description, the carrying amount and remaining amortisation period of any individual intangible asset that is material to the entity's financial statements.</p>
Sch 1 (21)	<p>If the company has capitalised development costs, it should disclose the reasons for capitalising the costs and the period over which the costs are being written off. [This is given in Note 1 accounting policy]</p>
FRS 102 s19.26	<p>An acquirer shall disclose a reconciliation of the carrying amount of goodwill at the beginning and end of the reporting period, showing separately:</p> <ul style="list-style-type: none">(a) additional goodwill recognised during the reporting period arising from new business combinations;(b) amortisation;(c) impairment losses recognised during the reporting period in accordance with Section 27 <i>Impairment of Assets</i>;(d) goodwill derecognised during the reporting period in relation to previously acquired businesses; and(e) other changes. <p>This reconciliation need not be presented for prior periods.</p>
The following disclosure requirements are not applicable to FRS 102 Layout Limited:	
FRS 102 s19.26A	<p>See FRS 102 s19.26A for disclosure requirements in relation to negative goodwill.</p>
Sch 1 (52)	<p>Where any intangible fixed assets are included at current cost, the following information must be given –</p> <ul style="list-style-type: none">(a) the years in which the assets were severally valued and the several values, and(b) in the case of assets that have been valued during the financial year, the names of the persons who valued them or particulars of their qualifications for doing so and (whichever is stated) the bases of valuation used by them.
FRS 102 s18.28(b) & (c)	<p>An entity shall also disclose:</p> <ul style="list-style-type: none">(b) for intangible assets acquired by way of a grant and initially recognised at fair value (see paragraph 18.12):<ul style="list-style-type: none">(i) the fair value initially recognised for these assets; and(ii) their carrying amounts.(c) the existence and carrying amounts of intangible assets to which the entity has restricted title or that are pledged as security for liabilities.
FRS 102 s18.29A	<p>See FRS 102 s18.29A for disclosure requirements if intangible assets are accounted for at revalued amounts.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

14 Intangible assets

Group	Development costs £'000	Goodwill on consolidation £'000	Total £'000
<i>Cost or valuation</i>			
At 1 January 2025	_____	_____	_____
Additions			
On acquisition of subsidiary			
At 31 December 2025	_____	_____	_____
<i>Amortisation</i>			
At 1 January 2025	_____	_____	_____
Provision for the year			
At 31 December 2025	_____	_____	_____
<i>Net book value</i>			
At 31 December 2025	=====	=====	=====
At 31 December 2024	=====	=====	=====

All development costs are internally generated.

Included within development costs is *[insert description of material intangible assets]*, which was developed in 2025 and is considered material to the Group. The carrying amount as at 31 December 2025 is £xxx (31 December 2024: £xxx) and has an estimated remaining useful life of [x] years.

Goodwill arising on consolidation is being amortised over the directors' estimate of its useful life of x years. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected useful life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Tangible fixed assets	
FRS 102 s17.30A	The following disclosures from section 17 of FRS 102 (other than those related to fair value measurement) are relevant to an entity that chooses to measure investment properties rented to another group entity under the cost model in this section, as permitted by paragraph 16.4A(b).
FRS 102 s17.31(d) & (e) Sch 1 (51)	<p>An entity shall disclose the following for each class of property, plant and equipment:</p> <ul style="list-style-type: none"> (d) the gross carrying amount and the accumulated depreciation (aggregated with accumulated impairment losses) at the beginning and end of the reporting period; (e) a reconciliation of the carrying amount at the beginning and end of the reporting period showing separately: <ul style="list-style-type: none"> (i) additions; (ii) disposals; (iii) acquisitions through business combinations; (iv) revaluations; (v) transfers to or from investment property (see paragraphs 16.9 to 16.9C) (vi) impairment losses recognised or reversed in profit or loss; (vii) depreciation (viii) other changes <p>This reconciliation need not be presented for prior periods.</p>
FRS 102 s16.10 (e)	<p>An entity shall disclose the following for investment property:</p> <ul style="list-style-type: none"> (e) a reconciliation between the carrying amounts of investment property at the beginning and end of the period, showing separately: <ul style="list-style-type: none"> (i) additions, disclosing separately those additions resulting from acquisitions through business combinations; (ii) net gains or losses from fair value adjustments; (iii) transfers to and from property, plant and equipment (see paragraphs 16.9 to 16.9B); (iv) transfers to and from inventories (see paragraphs 16.9, 16.9A and 16.9C); and (v) other changes. <p>This reconciliation need not be presented for prior periods.</p>
FRS 102 s17.32(a)	An entity shall disclose the existence and carrying amounts of property, plant and equipment to which the entity has restricted title or that is pledged as security for liabilities;
FRS 102 s17.32A Sch 1 (52) Sch 1 (34)	<p>If items of property, plant and equipment are stated at revalued amounts, the following shall be disclosed:</p> <ul style="list-style-type: none"> (a) the effective date of the revaluation; (b) whether an independent valuer was involved, along with the names of the persons who valued them or particulars of their qualifications for doing so; (c) the methods and significant assumptions applied in estimating the items' fair values; and (d) for each revalued class of property, plant and equipment, the carrying amount that would have been recognised had the assets been carried under the cost model (historical cost amount – cost and provision for depreciation and diminution).
Value in use	Note: There is no specific requirement to give details of how value in use was determined (unless this is a significant estimate / judgement). This paragraph has been given for the purposes of clarified disclosure.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

15 Tangible fixed assets

Group	Investment property £'000	Land and buildings £'000	Plant, machinery and vehicles £'000	Fixtures, fittings, tools and equipment £'000	Total £'000
<i>Cost or valuation</i>					
At 1 January 2025					
Transfer to right-of-use assets (note 38)					
Additions					
Acquisition of subsidiary					
Disposals					
Disposal of subsidiary					
Revaluations					
Exchange adjustments					
At 31 December 2025					
<i>Depreciation</i>					
At 1 January 2025					
Transfer to right-of-use assets (note 38)					
Provision for the year					
Disposals					
Disposal of subsidiary					
Impairment					
Exchange adjustments					
At 31 December 2025					
<i>Net book value</i>					
At 31 December 2025					
At 31 December 2024					

The impairment loss recognised on tangible fixed assets in the period was £xxx (2024 – £xxx) and is included in administrative expenses in the consolidated income statement. It mostly arose as a result of the reorganisation described in note 6 where tangible fixed assets have been written down to their recoverable amount being the higher of their fair value less costs to sell and value in use.

The value in use has been calculated using discounted cash flow projections using a discount rate of xx% (2024 – xx%) over a period of xx years which is based on management's most recent business forecast.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Tangible fixed assets	
FRS 102 s27.32	An entity shall disclose the following for each class of assets indicated in paragraph 27.33 (see paragraph below): (a) the amount of impairment losses recognised in profit or loss during the period and the line item(s) in the statement of comprehensive income (or in the income statement, if presented) in which those impairment losses are included; and (b) the amount of reversals of impairment losses recognised in profit or loss during the period and the line item(s) in the statement of comprehensive income (or in the income statement, if presented) in which those impairment losses are reversed.
FRS 102 s27.33	An entity shall disclose the information required by paragraph 27.32 for each of the following classes of asset: <ul style="list-style-type: none">• inventories;• property, plant and equipment (including investment property accounted for by the cost method);• right-of-use assets;• goodwill;• intangible assets other than goodwill;• investments in associates; and• investments in joint ventures.
FRS 102 s27.33A	An entity shall disclose a description of the events and circumstances that led to the recognition or reversal of the impairment loss.
Land and buildings	
Sch 1 (53)	Show separately: <ul style="list-style-type: none">• freehold land and buildings;• long leasehold land and buildings;• short leasehold land and buildings.
Sch 10 (7)	"Long lease" means a lease in the case of which the portion remaining unexpired at the end of the financial year is not less than 50 years. A "Short lease" means a lease which is not a long lease.
Property, plant and equipment subject to an operating lease	
FRS 102 s20.119	For items of property, plant and equipment subject to an operating lease, a lessor shall apply the disclosure requirements of Section 17. In applying the disclosure requirements in Section 17, a lessor shall disaggregate each class of property, plant and equipment into assets subject to operating leases and assets not subject to operating leases. Accordingly, a lessor shall provide the disclosures required by Section 17 for assets subject to an operating lease (by class of underlying asset) separately from owned assets held and used by the lessor. <i>This is not applicable for FRS 102 Layout Limited as there are no items of property, plant and equipment subject to an operating lease. FRS 102 Layout Limited only has investment property subject to an operating lease. See next guidance notes page for disclosures for investment properties.</i>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

15 Tangible fixed assets (*continued*)

Company	Investment property £'000	Land and buildings £'000	Plant, machinery and vehicles £'000	Fixtures, fittings, tools and equipment £'000	Total £'000
<i>Cost or valuation</i>					
At 1 January 2025					
Additions					
Disposals					
Revaluations					
At 31 December 2025					
<i>Depreciation</i>					
At 1 January 2025					
Provision for the year					
Disposals					
At 31 December 2025					
<i>Net book value</i>					
At 31 December 2025					
At 31 December 2024					

The net book value of land and buildings may be further analysed as follows:

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Freehold				
Long leasehold				
Short leasehold				

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Investment property Sch 1 (39) (2)	Paragraph 39(2) of Schedule 1 to SI 2008/410 allows investment properties to be measured at fair value under UK GAAP with movements in fair value recognised in the profit and loss account. There is no requirement to provide depreciation. This treatment is consistent with FRS 102. As a result, there is no need for a true and fair override to be given in UK GAAP accounts prepared under FRS 102 because of the non-provision of depreciation.
FRS 102 s16.10	An entity shall disclose the following: (a) the methods and significant assumptions applied in determining the fair value of investment property; (b) the extent to which the fair value of investment property (as measured or disclosed in the financial statements) is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and class of the investment property being valued. If there has been no such valuation, that fact shall be disclosed; (c) the existence and amounts of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal; and (d) contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements;
Sch 1 (58) (2)	Where investment property is included at fair value, the balance sheet items affected and the basis of valuation adopted in determining the amounts of the assets in question in the case of each such item must be disclosed in a note to the accounts.
Sch 1 (58) (3&4)	In the case of investment property, for each balance sheet item affected there must be shown, either separately in the balance sheet or in a note to the accounts: (a) the comparable amounts determined according to the historical cost accounting rules, or (b) the differences between those amounts and the corresponding amounts actually shown in the balance sheet in respect of that item. The comparable amounts to be disclosed are: (a) the aggregate amount which would be required to be shown in respect of that item if the amounts to be included in respect of all the assets covered by that item were determined according to the historical cost accounting rules, and (b) the aggregate amount of the cumulative provisions for depreciation or diminution in value which would be permitted or required in determining those amounts according to those rules.
FRS 102 s17.31A	An entity shall disclose the carrying amount at the end of the reporting period of investment property rented to another group entity, where the entity has chosen to account for such properties using the cost model in accordance with this section (see paragraph 16.4A).
FRS 102 s20.120	A lessor shall apply the disclosure requirements in Section 16, Section 18, Section 27 and Section 34 for assets subject to operating leases.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

15 Tangible fixed assets (*continued*)

Investment properties

The group's investment properties are valued annually on 31 December at fair value, determined by an independent, professionally qualified RICs valuer. The valuations were undertaken in accordance with the Royal Institution of Chartered Surveyors' Appraisal and Valuation Manual. Details on the assumptions made and the key sources of estimation uncertainty are given in note 2.

The surplus on revaluation of investment property arising of £xxx (company - £xxx) has been credited to the profit and loss for the year. All other tangible assets are stated at historical cost less depreciation and impairments.

If investment property had been accounted for under the historic cost accounting rules, the property would have been measured as follows:

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Historic cost	_____	_____	_____	_____
Accumulated depreciation and impairments	_____	_____	_____	_____
	=====	=====	=====	=====

Included within land and buildings are investment properties with a net book value of £xxx (2024 -£xxx) which are rented to group undertakings. The company has chosen to account for these properties at historical cost less depreciation and impairment.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Leases – as a lessee

FRS 102 s20.76

A lessee shall provide a general description of its significant leasing arrangements.

FRS 102 s20.77

If necessary to enable users to understand its significant leasing arrangements, a lessee shall provide additional qualitative and quantitative information. As a minimum, when relevant, a lessee shall disclose:

- (a) information about future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities, including variable lease payments, extension options and termination options, residual value guarantees and leases not yet commenced to which the lessee is committed
- (b) information about restrictions or covenants imposed by leases
- (c) the types of discount rate (interest rate implicit in the lease, lessee's incremental borrowing rate or lessee's obtainable borrowing rate) used in calculating lease liabilities and the proportion of the total lease liability calculated using each of those types of discount rate, and
- (d) information about sale and leaseback transactions, including:
 - (i) the lessee's reasons for sale and leaseback transactions and the prevalence of those transactions
 - (ii) key terms and conditions of individual sale and leaseback transactions
 - (iii) payments not included in the measurement of lease liabilities
 - (iv) the cash flow effect of sale and leaseback transactions in the reporting period, and
 - (v) when relevant, the entity having made the accounting policy choice to apply paragraph 20.123(a)(ii) in respect of sale and leaseback transactions when the transfer of the asset is a sale.

FRS 102 s20.79

When an entity has remeasured a lease liability as a result of a lease modification (applying paragraph 20.71) and has used an unchanged discount rate (applying paragraph 20.72), it shall disclose:

- (a) that fact; and
- (b) the carrying amount at the end of the reporting period of lease liabilities which have been remeasured in that manner.

Additional guidance – parent company disclosure exemptions

FRS 102 Layout Limited does not have any lease arrangements within the parent company and therefore these illustrative accounts do not include any parent company disclosures. Where a parent entity does have lease arrangements an entity must provide appropriate disclosures, taking into account the disclosure exemptions in FRS 102 s1.12 (cA) which may be applicable (see appendix 1).

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

16 Leases – as a lessee

Nature of leasing activities

The group leases a number of properties in the jurisdictions from which it operates. In some jurisdictions it is customary for lease contracts to provide for payments to increase each year by inflation or in others to be reset periodically to market rental rates. In some jurisdictions, the periodic rent for property leases is fixed over the lease term.

The group also leases motor vehicles for which payments are fixed over the lease term.

The group sometimes negotiates break clauses in its property leases. At 31 December 2025, the carrying amounts of lease liabilities are not reduced by the amount of payments that would be avoided from exercising break clauses because it was considered reasonably certain that the group would not exercise its right to break the lease. Total lease payments of £xxx are potentially avoidable were the group to exercise break clauses at the earliest opportunity.

One of the contracts that the group has with a distributor conveys to the Group the right to use certain vehicles for the contractual term. The Group agreed to the inclusion of a residual value guarantee in favour of the supplier. This is because the pricing of the contract does not result in the group having to pay full fair value of the vehicles, but as those vehicles are under the Group's control, the Group is able to use the vehicles to such an extent that they would have little value to the supplier at the end of the lease term. The alternative would have been to restrict the mileage use of the vehicles over the lease term, but the Group did not wish to be operationally restricted on its ability to use the vehicles. The amount of the residual value guarantee, which has been included in the carrying value of lease liabilities, is £xxx.

The type of discount rate used in calculating lease liabilities and the proportion of the total lease liability calculated using each of those types of discount rates are:

- Incremental borrowing rate – xx% of the total lease liability
- Obtainable borrowing rate – xx% of the total lease liability

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Leases – as a lessee

FRS 102 s20.81

A lessee shall disclose the following amounts for the reporting period for right-of-use assets, by class of underlying asset:

- (a) the gross carrying amount and the accumulated depreciation at the beginning and end of the reporting period, and
- (b) a reconciliation of the carrying amount at the beginning and end of the reporting period showing separately:
 - (i) additions
 - (ii) disposals
 - (iii) acquisitions through business combinations
 - (iv) revaluations
 - (v) impairment losses recognised or reversed in profit or loss in accordance with Section 27
 - (vi) depreciation, and
 - (vii) other changes.

This reconciliation need not be presented for prior periods.

Additional guidance

FRS 102 does not explicitly require separate reconciliations for the cost of right-of-use assets and the accumulated depreciation. Paragraph 81 requires a reconciliation of the opening and closing net carrying amounts only but also requires disclosure of the gross amounts at the end of each period. Entities may prefer to present these movements separately to meet all of the requirements, providing similar disclosures to existing tangible fixed assets tables. The example disclosure presented here shows movements in cost and accumulated depreciation separately.

FRS 102 s20.80

A lessee shall disclose the following amounts for the reporting period:

- (a) interest expense on lease liabilities
- (b) the expense relating to short-term leases accounted for applying paragraph 20.6. This expense need not include the expense relating to leases with a lease term of one month or less
- (c) the expense relating to leases of low-value assets accounted for applying paragraph 20.6. This expense shall not include the expense relating to short-term leases of low-value assets included in paragraph 20.80(b)
- (d) the expense relating to variable lease payments not included in the measurement of lease liabilities
- (e) income from subleasing right-of-use assets
- (f) total cashflows for leases, and
- (g) gains and losses arising from sale and leaseback transaction

s20.80(a) is disclosed in note 10.

s20.80(b) to (d) are disclosed in note 5.

s20.80(e) and (g) are not applicable for FRS 102 Layout Limited.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

16 Leases – as a lessee (*continued*)

The carrying amount of right-of-use assets by class of underlying asset is as follows:

	Land and buildings £'000	Plant and machinery £'000	Motor vehicles £'000	Total £'000
<i>Cost or valuation</i>				
At 1 January 2025				
Additions				
Effect of modification to lease terms				
At 31 December 2025				
<i>Depreciation</i>				
At 1 January 2025				
Charge for the year				
At 31 December 2025				
<i>Net book value</i>				
At 31 December 2025				

The total cash outflow for leases during the year was £xxx.

See note 5 for the expenses recognised during the year for short-term leases, low-value leases and variable lease payments not included in the measurement of lease liabilities.

See note 10 for the interest expense on lease liabilities.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Leases – as a lessee FRS 102 s20.82	A lessee that accounts for short-term leases or leases of low-value assets applying paragraph 20.6 shall disclose that fact and shall disclose separately the amount of its lease commitments for short-term leases and for leases of low-value assets at the end of the reporting period, for each of the following periods: (a) Not later than one year (b) later than one year and not later than five years; and (c) later than five years
FRS 102 s20.83	For right-of-use assets meeting the definition of investment property, a lessee shall apply the disclosure requirements in Section 16. In that case, a lessee is not required to provide the disclosures in paragraphs 20.80(e) and 20.81 for those right-of-use assets.
FRS 102 s20.84	For right-of-use assets meeting the definition of heritage assets, a lessee shall apply the disclosure requirement in paragraphs 34.55 to 34.56. In that case, a lessee is not required to provide the disclosures required by paragraphs 20.80(e) and 20.81 for those right-of-use assets. <i>This is not applicable for FRS 102 Layout Limited.</i>
FRS 102 s20.85	If a lessee measures right-of-use assets at revalued amounts applying Section 17, the lessee shall provide the disclosures required by paragraphs 17.31(a) and 17.32A for those right-of-use assets. <i>This is not applicable for FRS 102 Layout Limited.</i>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

16 Leases – as a lessee (*continued*)

The aggregate commitments for short-term leases and leases of low value assets are as follows:

	Short-term leases 2025 £'000	Low value leases 2025 £'000	Total 2025 £'000
Not later than one year	_____	_____	_____
Later than one year and not later than five years	_____	_____	_____
Later than five years	_____	_____	_____
	=====	=====	=====

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Fixed asset investments	
Sch 1 (51)	<p>For each item shown as a fixed asset investment, disclose:</p> <ul style="list-style-type: none"> • cost at beginning of year and balance sheet date; • acquisitions in year; • revaluations in year; • disposals in year; and • transfers to or from that item. <p>In respect of provisions for depreciation or diminution in value, disclose:</p> <ul style="list-style-type: none"> • accumulated amount at the beginning of year and balance sheet date; • charge for year and provisions for diminution in value; • adjustments for disposals; and • other adjustments.
Sch 1 (54)	<p>Analyse investments between listed and other investments.</p> <p>For listed investments state:</p> <ol style="list-style-type: none"> a) the aggregate market value where it differs to carrying value; and b) both market value and stock exchange value where the former is taken as being higher than the latter.
FRS 102 s11.48	See guidance notes in relation to note 10 'interest payable and similar expenses' for disclosure requirements under FRS 102 s11.48
FRS 102 s11.44	If a reliable measure of fair value is no longer available for any financial instruments that would otherwise be required to be measured at fair value through profit or loss in accordance with this FRS, the entity shall disclose that fact and the carrying amount of those financial instruments.
Associates and Joint Ventures	
FRS 102 s14.12(b) FRS 102 s15.19(b)	The financial statements shall disclose the carrying amount of investments in associates and jointly controlled entities.
FRS 102 s14.12(c) FRS 102 s15.19(c)	The financial statements shall disclose the fair value of each investment in an associate or a jointly controlled entity, if a market price for the investment is quoted and the entity accounts for the associate or jointly controlled entity using the equity method.
FRS 102 s14.13 FRS 102 s15.11	For investments in associates or jointly controlled entities accounted for using the cost model, the amount of dividends and other distributions are recognised as income. [Note: FRS 102 Layout Limited has no investments in associates and jointly controlled entities accounted for using the cost model]
FRS 102 s14.14 FRS 102 s15.20	For investments in associates and jointly controlled entities accounted for using the equity method, an investor shall disclose separately its share of the profit or loss of such investments and its share of any discontinued operation from these investments.
FRS 102 s15.19(d)	The financial statements shall disclose the aggregate amount of its commitments relating to joint ventures, including its share in the commitments that have been incurred jointly with other venturers.
Company only disclosures	
<i>The following are not relevant for FRS 102 Layout Limited as they only relate to company only accounts.</i>	
FRS 102 s14.15A FRS 102 s15.21A	The individual financial statements of an investor that is not a parent shall disclose summarised financial information about the investments in the associates and in the jointly controlled entities, along with the effect of including those investments as if they had been accounted for using the equity method. Investing entities that are exempt from preparing consolidated financial statements, or would be exempt if they had subsidiaries, are exempt from this requirement.
Sch 4 (12)	If the year-end of the undertaking for which the Sch 4 required disclosures are given differs to that of the company, the date on which its last financial year ended (last before the end of the company's financial year) must be stated.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

17 Fixed asset investments

Group	Joint ventures £'000	Associated undertakings £'000	Other investments £'000	Total £'000
<i>Cost or valuation</i>				
At 1 January 2025				
Additions				
Movement in fair value				
At 31 December 2025				
<i>Share of retained profits</i>				
At 1 January 2025				
Profit for the year				
At 31 December 2025				
<i>Net book value</i>				
At 31 December 2025				
At 31 December 2024				

There was no premium on acquisition relating to the associated undertakings or joint venture.

Other investments are shares in other unlisted companies which have been measured at fair value. The total income recognised on these investments in the period was £xxx (2024 - £xxx) representing the fair value remeasurements shown above and dividends received of £xxx (2024 - £xxx).

Company

	Group undertakings £'000	Associated undertakings £'000	Other Investments £'000	Total £'000
<i>Cost</i>				
At 1 January 2025				
Additions				
Disposals				
Movement in fair value				
At 31 December 2025				

Other investments are shares in other unlisted companies which have been measured at fair value.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Fixed asset investments in subsidiaries

- Sch 4 (1) For each subsidiary undertaking [not just significant ones] show:
- name of the undertaking;
 - address of undertakings' registered office (whether in or outside the UK);
 - address of principal place of business if it is unincorporated;
- Sch 4 (16)
- whether the subsidiary undertaking is included in the consolidation and, if not, give reasons for excluding it;
 - which of the conditions specified in s.1162(2) or (4) (definition of a subsidiary undertaking) has been satisfied. This is not required if the relevant condition is that the parent undertaking holds a majority of the voting rights and holds the same proportion of shares as it holds voting rights.
- Sch 4 (17) For each subsidiary undertaking give proportion of nominal value and description of shares of each class held, distinguishing between shareholdings by the parent company and by the group if different. [Sch 4 (11) for companies not required to prepare group accounts]
- Sch 4 (2) For each subsidiary undertaking **not** included in the consolidation show:
- aggregate amount of capital and reserves at the end of its relevant financial year
 - profit or loss for that year
- This information need not be given if:
- the parent is included in the accounts of a larger group and exempt from the requirement to prepare group accounts
 - the subsidiary is included in the parent's accounts by way of the equity method
 - the subsidiary is not required to publish a balance sheet in the UK or elsewhere and the parent holds less than 50% of the nominal value of the shares.
 - the information required is not material.

Note – there is no longer a requirement to disclosure nature of business of subsidiaries, however some entities may wish to do so for informative purposes.

Consolidated financial statements

- FRS 102 s9.23 The following disclosures shall be made in consolidated financial statements:
- (a) the fact that the statements are consolidated financial statements; [*given in note 1*]
 - (b) the basis for concluding that control exists when the parent does not own, directly or indirectly through subsidiaries, more than half of the voting power;
 - (c) any difference in the reporting date of the financial statements of the parent and its subsidiaries used in the preparation of the consolidated financial statements;
 - (d) the nature and extent of any significant restrictions (eg resulting from borrowing arrangements or regulatory requirements) on the ability of subsidiaries to transfer funds to the parent in the form of cash dividends or to repay loans;
 - (e) the name of any subsidiary excluded from consolidation and the reason for exclusion; and
 - (f) the nature and extent of its interest in unconsolidated special purpose entities, and the risks associated with those interests.

Note that disclosures for (b)-(f) are not relevant for FRS 102 Layout Limited

[see next guidance notes page for disclosures in relation to significant holdings, joint ventures and associated undertakings]

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

17 Fixed asset investments (*continued*)

Subsidiary undertakings, associated undertakings and other investments

The undertakings in which the company's interest at the year-end is 20% or more are as follows:

Name	Registered address	Proportion of voting rights and ordinary share capital held
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Subsidiary undertakings

Joint ventures

Associated undertakings

* Held directly

All subsidiary undertakings are included in the consolidation.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Significant holdings in undertakings other than subsidiary undertakings

Sch 4 (4), (5), (6) & (20)

For all “significant holdings” (more than 20% of the nominal value of any class of shares or if the carrying amount of holding in the company’s individual or group accounts exceeds one-fifth of the company’s or group’s assets) which are not subsidiaries, joint ventures or associates at the end of the financial year, disclose: name of the undertaking;

- name of the undertaking
- address of undertakings’ registered office (whether in or outside the UK);
- address of principal place of business if it is unincorporated;
- the identity of each class of shares held in the undertaking and the proportion of nominal value of the shares of that class represented by those shares;
- aggregate amount of capital and reserves of the undertaking as at the end of its relevant financial year;
- its profit or loss for that year.

Sch 4 (6) and (13)

This information need not be given if:

- the undertaking is not required to publish a balance sheet in the UK or elsewhere and the parent holds less than 50% of the nominal value of the shares; or
- the company is included in the accounts of a larger group and exempt from the requirement to prepare group accounts, and the investment of the company in all undertakings in which it has such a holding is shown, in aggregate, in the notes to the accounts under the equity method; or
- the information required is not material.

Disclosures relating to joint ventures

Sch 4 (18)

Where a joint venture is included in the consolidated accounts using proportional consolidation, the company must disclose:

- the name of the undertaking;
- address of undertakings’ registered office (whether in or outside the UK);
- the factors on which joint management of the joint venture is based; and;
- the proportion of the capital of the joint venture held by undertakings included in the consolidation

If the joint venture’s year is different from that of the company, the date of the joint venture’s last year-end before that of the company must be disclosed.

Disclosures relating to associated undertakings

Sch 4 (19)

The following information must be given where an undertaking included in the consolidation has an interest in an associated undertaking:

- the name of the undertaking;
- address of undertakings’ registered office (whether in or outside the UK);
- address of principal place of business if it is unincorporated;
- the identity of each class of shares held in the undertaking and the proportion of nominal value of the shares of that class represented by those shares showing separately the shares held by the company and the shares held by the group

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FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Stocks	
FRS 102 s13.22(b)	An entity shall disclose the total carrying amount of inventories and the carrying amount in classifications appropriate to the entity.
FRS 102 s13.22(e)	An entity shall disclose the total carrying amount of inventories pledged as security for liabilities. <i>This is not applicable for FRS 102 Layout Limited.</i>
Sch 1 BS format	Stocks should be sub-classified in the balance sheet or notes to the financial statements to indicate the amounts held in each of the following main categories of the balance sheet formats. <ul style="list-style-type: none"> • raw materials and consumables; • work in progress; • finished goods and goods for resale
Sch 1 (28)(3,4,5)	If cost has been determined using FIFO, LIFO, weighted average cost or a similar method and the difference between historical cost and replacement cost of stocks is material, the amount of that difference should be disclosed in a note to the financial statements. Note – LIFO is not permitted per FRS 102 s13.18.
Debtors	
Sch 1 BS format note 5	Amounts falling due after more than one year should be shown separately for each item included under debtors.
FRS 102 s4.4A	Unless an entity chooses to apply paragraph 1A(1) of Schedule 1 to the Regulations, where the amount of debtors due after more than one year is so material in the context of the total net current assets that in the absence of disclosure of the debtors due after more than one year on the face of the statement of financial position readers may misinterpret the financial statements, the amount should be disclosed on the face of the statement of financial position within current assets. In most cases it will be satisfactory to disclose the amount due after more than one year in the notes to the financial statements.
FRS 102 s11.48	See guidance notes in relation to note 10 'interest payable and similar expenses' for disclosure requirements under FRS 102 s11.48.
Leases as a lessor – finance leases	
<i>Note that none of the following disclosures have been provided by FRS 102 Layout Limited as their finance leases are not material.</i>	
FRS 102 s20.114	<i>A lessor shall disclose a general description of its significant leasing arrangements, including, if necessary to enable users to understand those arrangements, information about variable lease payments, renewal or purchase options and escalation clauses, subleases, and restrictions imposed by lease arrangements.</i>
FRS 102 s20.115	<i>If necessary to enable users to understand its significant leasing arrangements, a lessor shall disclose additional qualitative and quantitative information.</i>
FRS 102 s20.116(a)	<i>A lessor shall disclose the following amounts for finance leases:</i> <ul style="list-style-type: none"> <i>(i) selling profit or loss</i> <i>(ii) finance income on the net investment in the lease, and</i> <i>(iii) income relating to variable lease payments not included in the measurement of the net investment in the lease.</i>
FRS 102 s20.117	<i>A lessor shall provide a qualitative and quantitative explanation of the significant changes during the reporting period in the carrying amount of the net investment in finance leases.</i>

[Continued on next page]

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

18 Stocks

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Raw materials and consumables				
Work in progress				
Finished goods and goods for resale				
Finished goods expected to be returned				

Replacement cost

Included in the amount shown above for stocks of raw materials and consumables are items valued at cost calculated on a first in, first out basis. The replacement cost of these items at 31 December 2025 was £xxx greater (2024 – £xxx greater) than the amount at which they are included in the accounts.

19 Debtors

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Trade debtors				
Amounts owed by group undertakings				
Amounts owed by joint ventures and associated undertakings				
Other debtors				
Prepayments and accrued income				
Net investment in finance leases				
Deferred tax asset (note 24)				

All amounts shown under debtors fall due for payment within one year except:

Group:

- net investment in finance leases £xxx (2024 - £xxx); and
- deferred tax asset recognised in respect of the defined benefit pension scheme operated by some subsidiaries of the group. This will reverse over the life of the scheme and is subject to changes in valuations of the defined benefit obligation and plan assets.

Company:

- None (2024 – None)

The impairment loss recognised in the group profit or loss for the period in respect of bad and doubtful trade debtors was £xxx (2024 - £xxx). The impairment loss recognised in the company profit or loss for the period in respect of bad and doubtful trade debtors was £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Leases as a lessor – finance leases (*continued*)

FRS 102 s20.118

A lessor shall disclose a maturity analysis of the lease payments receivable, showing the undiscounted lease payments to be received on an annual basis for a minimum of each of the first five years and a total of the amounts for the remaining years. A lessor shall reconcile the undiscounted lease payments to the net investment in the lease. The reconciliation shall identify the unearned finance income relating to the lease payments receivable and any discounted unguaranteed residual value. A lessor shall disclose the accumulated allowance for uncollectible lease payments receivable.

Current asset investments

Sch 1 (54)(1)

Analyse investments between listed and other investments.

FRS 102 s11.48

See guidance notes in relation to note 10 'interest payable and similar expenses' for disclosure requirements under FRS 102 s11.48.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

20 Current asset investments

	Group and Company	
	2025	2024
	£'000	£'000
Market value	_____	_____

All current asset investments are shares held in listed companies which are traded on a regular basis. The total income recognised on these investments in the period was £xxx (2024 - £xxx) representing the fair value remeasurement gains of £xxx (2024 - £xxx) and dividends received of £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Creditors: Amounts falling due within one year Sch 1 (61)(4)	For each item in creditors for which security has been given: <ul style="list-style-type: none">• state the amounts secured; and• give an indication of the nature and form of the security.
FRS 102 s7.20C	<p>An entity shall disclose in aggregate for its supplier finance arrangements:</p> <p>(a) the key terms and conditions of the arrangements (eg extended payment terms, interest charges, and security or guarantees provided). However, an entity shall disclose separately the key terms and conditions of arrangements that have dissimilar key terms and conditions.</p> <p>(b) as at the end of the reporting period:</p> <p>(i) the carrying amounts and associated line items presented in the entity's statement of financial position of the financial liabilities that are part of a supplier finance arrangement; and</p> <p>(ii) the range of payment due dates (eg 30–40 days after the invoice date) for both the financial liabilities disclosed under sub-paragraph (i) and comparable trade payables that are not part of a supplier finance arrangement. Comparable trade payables are, for example, trade payables within the same line of business or jurisdiction as the financial liabilities disclosed under sub-paragraph (i). If ranges of payment due dates are wide, an entity shall disclose explanatory information about those ranges or disclose additional ranges (eg stratified ranges).</p> <p>(c) the type and effect of non-cash changes in the carrying amounts of the financial liabilities disclosed under sub-paragraph (b)(i). Examples of non-cash changes include the effect of business combinations, exchange differences or other transactions that do not require the use of cash or cash equivalents (see paragraph 7.18).</p>
FRS 102 s1.42	In the reporting period in which an entity first applies paragraphs 7.20B and 7.20C, an entity is not required to disclose comparative information for the preceding reporting period in respect of the disclosures required by sub-paragraphs 7.20C(a), 7.20C(b)(ii) or 7.20C(c).
FRS 102 s11.46	When an entity has pledged financial assets as collateral for liabilities or contingent liabilities, it shall disclose the following: <ul style="list-style-type: none">(a) the carrying amount of the financial assets pledged as collateral; and(b) the terms and conditions relating to its pledge.
Sch 1 (60)	The amount of any provision for deferred taxation must be stated separately from the amount of any provision for other taxation. [Note 23]
Sch 1 BS format note 9	Liabilities for taxation and social security should be separately disclosed.
Sch 1 BS format note 7	The amount of any convertible loans must be shown separately.
Sch 1 (49)(1)	With respect to any option to subscribe for shares and any other right to require the allotment of shares give: <ul style="list-style-type: none">(a) the number, description and amount of the shares in relation to which the right is exercisable,(b) the period during which it is exercisable, and(c) the price to be paid for the shares allotted.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

21 Creditors: amounts falling due within one year

	Group 2025	Group 2024	Company 2025	Company 2024
	£'000	£'000	£'000	£'000
Debt element of convertible loan stock				
Bank overdrafts (secured)				
Payments received on account				
Trade creditors				
Amounts owed to group undertakings				
Corporation tax				
Taxation and social security				
Obligations under finance lease and hire purchase contracts				
Lease liabilities				
Other creditors				
Accruals and deferred income				
	_____	_____	_____	_____
	=====	=====	=====	=====

The bank overdrafts are secured by a floating charge over the assets of the group and the company.

The convertible redeemable loan stock paid no interest and was converted during the year under the terms of the loan agreement to xxx ordinary shares of xx p each at a premium of £xxx (see note 27).

Supplier finance arrangements

The Group has implemented a supplier financing program available to certain key suppliers in the UK. Participation in this program is voluntary for suppliers. Suppliers opting into this arrangement are eligible to receive early payment for invoices issued to the Group through a third-party bank. The suppliers pay a fee to the bank for this early payment service.

To authorise early payments, the Group must first verify that the goods or services have been received and that the related invoices have been approved. The bank processes any early payments before the original invoice due date.

Regardless of early payment, the Group settles the full invoice amount directly with the bank based on the original payment terms. This arrangement does not alter the existing payment terms with suppliers, and the Group does not provide any collateral or guarantees to the bank.

The trade creditors subject to the supplier financing program described above are included within trade creditors in the consolidated balance sheet. The carrying amount of trade creditors subject to supplier finance arrangements as at 31 December 2025 was £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
	Creditors: amounts falling due after more than one year
Sch 1 (50)(1)	If debentures have been issued during the year, give: <ul style="list-style-type: none">• classes of debentures issued; and• for each class, the amount issued and the consideration received.
Sch 1 (50)(2)	Disclose the nominal and carrying amount of any debentures held by a nominee of or trustee for the company.
Sch 1 (61)(4)	For items where security has been given: <ul style="list-style-type: none">• state the amounts secured; and• give an indication of the nature and form of the security.
FRS 102 s11.46	When an entity has pledged financial assets as collateral for liabilities or contingent liabilities, it shall disclose the following: (a) the carrying amount of the financial assets pledged as collateral; and (b) the terms and conditions relating to its pledge.
Sch 1 (61)(1)	For each item included in creditors due after one year, disclose the aggregate of: <ul style="list-style-type: none">• amounts payable otherwise than by instalments more than five years hence; and• amounts payable by instalments any of which are due more than five years hence and the total of such instalments.
Sch 1 (61)(2&3)	Where any part of the debt is payable after more than five years, show terms of repayment and rates of interest payable. If this produces a statement of excessive length, give a general indication of the terms and rates of interest.
Sch 1 (62)	If any fixed cumulative dividends on the company's shares are in arrear, there must be stated - (a) the amount of the arrears, and (b) the period for which the dividends or, if there is more than one class, each class of them are in arrears.
FRS 102 s11.42	An entity shall disclose information that enables users of its financial statements to evaluate the significance of financial instruments for its financial position and performance. For example, for long-term debt such information would normally include the terms and conditions of the debt instrument (such as interest rate, maturity, repayment schedule, and restrictions that the debt instrument imposes on the entity).
FRS 102 s11.47	For loans payable recognised at the reporting date for which there is a breach of terms or default of principal, interest, sinking fund, or redemption terms that has not been remedied by the reporting date, an entity shall disclose the following: (a) details of that breach or default; (b) the carrying amount of the related loans payable at the reporting date; and (c) whether the breach or default was remedied, or the terms of the loans payable were renegotiated, before the financial statements were authorised for issue.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

22 Creditors: amounts falling due after more than one year

	Group 2025	Group 2024 (as restated – see note 3)	Company 2025	Company 2024 (as restated – see note 3)
	£'000	£'000	£'000	£'000
Redeemable preference shares (note 27)				
Bank loans				
Interest rate swap – cash flow hedge				
Obligations under finance lease and hire purchase contracts *				
Lease liabilities *				
Accruals and deferred income				
Contingent consideration (note 31)				

The maturity of sources of debt finance is as follows:

Group	Loans and overdrafts 2025 £'000	Lease liabilities 2025 £'000	Total 2025 £'000	
In one year or less, or on demand				
In more than one year but not more than two years				
In more than two years but not more than five years				
In more than five years				
	Convertible loan stock 2024 £'000	Loans and overdrafts 2024 £'000	Finance leases 2024 £'000	Total 2024 £'000
In one year or less, or on demand				
In more than one year but not more than two years				

* The group has adopted the FRS 102 amendments during the year. The group has applied the modified retrospective approach to the recognition of leases as explained in note 38. As a result, the comparatives for 2024 have not been restated. The carrying value of obligations under finance leases and hire purchase contracts as at 31 December 2024 were transferred to lease liabilities on the date of initial application, which was 1 January 2025.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

No further comments – see previous page for guidance.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Financial instruments

Note: not all of the following disclosure requirements are relevant to FRS 102 Layout Limited

FRS 102 s11.41	An entity shall disclose separately the carrying amounts at the reporting date of financial assets and financial liabilities measured at fair value through profit or loss. This disclosure may be made separately by category of financial instrument. Financial liabilities that are not held as part of a trading portfolio and are not derivatives shall be shown separately.
FRS 102 s11.42	<p>An entity shall disclose information that enables users of its financial statements to evaluate the significance of financial instruments for its financial position and performance. For example, for long-term debt such information would normally include the terms and conditions of the debt instrument (such as interest rate, maturity, repayment schedule, and restrictions that the debt instrument imposes on the entity). When the risks arising from financial instruments are particularly significant to the business (for example because they are principal risks for the entity), additional disclosure may be required. Paragraphs 34.19 to 34.30, which set out disclosure requirements for financial institutions, include examples of disclosure requirements for risks arising from financial instruments that may be relevant in such cases.</p> <p><i>(Note: the disclosure requirements under paragraphs 34.19 to 34.30 are not relevant to FRS 102 Layout Limited and therefore are not included)</i></p>
FRS 102 s11.43	For all financial assets and financial liabilities measured at fair value, the entity shall disclose the basis for determining fair value, eg quoted market price in an active market or a valuation technique. When a valuation technique is used, the entity shall disclose the assumptions applied in determining fair value for each class of financial assets or financial liabilities. For example, if applicable, an entity discloses information about the assumptions relating to prepayment rates, rates of estimated credit losses, and interest rates or discount rates.
FRS 102 s11.44	If a reliable measure of fair value is no longer available for any financial instruments that would otherwise be required to be measured at fair value through profit or loss in accordance with this FRS, the entity shall disclose that fact and the carrying amount of those financial instruments.
FRS 102 s11.45	<p>If an entity has transferred financial assets to another party in a transaction that does not qualify for derecognition (see paragraphs 11.33 to 11.35), the entity shall disclose the following for each class of such financial assets:</p> <ul style="list-style-type: none">(a) the nature of the assets;(b) the nature of the risks and rewards of ownership to which the entity remains exposed; and(c) the carrying amounts of the assets and of any associated liabilities that the entity continues to recognise.

[Continued on next page]

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

23 Financial instruments

Information regarding the group's exposure to and management of credit risk, liquidity risk, market risk, cash flow interest rate risk, and foreign exchange risk is included in the Directors' report.

The carrying values of the Group and Company's financial assets and liabilities measured at fair value through profit or loss are summarised by category below:

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Financial assets				
Fixed asset unlisted investments (note 17)				
Current asset listed investments (note 20)				
Financial liabilities				
Derivative financial liabilities designated in an effective hedging relationship (see below)				

The fair value of unlisted securities is based on expected cash flows discounted using a rate based on the market interest rate and the risk premium specific to unlisted securities (xx% to xx%; 2024: 6 xx% to xx%).

The fair value of listed securities is based on published market prices.

The Group's income, expense, gains and losses in respect of financial instruments are summarised below:

	Group 2025 £'000	Group 2024 £'000
Interest income/(expense)		
Total interest income for financial assets at amortised cost		
Total interest expense for financial liabilities at amortised cost		
Fair value gains/(losses)		
On financial assets measured at fair value through profit or loss (notes 17 and 20)		
Impairment (losses)		
On financial assets measured at amortised cost (note 19)		

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Financial instruments (continued)

Note: not all of the following disclosure requirements are relevant to FRS 102 Layout Limited

Quantitative and qualitative information about amounts arising from expected credit losses

FRS 102 s11.48ZA When an entity has made the accounting policy choice in paragraphs 11.2(c) and 12.2(c) to apply the recognition and measurement provisions of IFRS 9, the entity shall explain the inputs, assumptions and estimation techniques used to determine expected credit losses. For this purpose the entity shall disclose:

- (a) the basis of inputs and assumptions and the estimation techniques used to measure the expected credit losses
- (b) how forward-looking information has been incorporated into the determination of expected credit losses, including the use of macroeconomic information, and
- (c) changes in the estimation techniques or significant assumptions made during the reporting period and the reasons for those changes

FRS 102 s11.48ZB To explain the changes in the allowance for expected credit losses and the reasons for those changes, an entity that has made the accounting policy choice in paragraphs 11.2(c) and 12.2(c) to apply the recognition and measurement provisions of IFRS 9 shall provide a reconciliation from the opening balance to the closing balance of the allowance, in a table. Paragraph 34.21A(b) sets out a similar requirement for financial institutions.

These are not applicable for FRS 102 Layout Limited. For entities which have opted to apply the recognition and measurement provisions of IFRS 9, please refer to the BDO Global IFRS Illustrative Financial Statements for example disclosures.

Financial instruments at fair value through profit or loss

FRS 102 s11.48A The following disclosures are required for financial instruments measured at fair value through profit or loss that are not financial liabilities held as part of a trading portfolio nor financial liabilities that are derivatives:

- (a) For a financial liability designated as at fair value through profit or loss, the amount of change, during the period and cumulatively, in the fair value of the financial instrument that is attributable to changes in the credit risk of that instrument, determined either:
 - (i) as the amount of change in its fair value that is not attributable to changes in market conditions that give rise to market risk; or
 - (ii) using an alternative method the entity believes more faithfully represents the amount of change in its fair value that is attributable to changes in the credit risk of the instrument.
- (b) The method used to establish the amount of change attributable to changes in own credit risk, or, if the change cannot be measured reliably or is immaterial, that fact.
- (c) The difference between financial liability's carrying amount and the amount the entity would be contractually required to pay at maturity [see note 22].
- (d) If an instrument contains both a liability and an equity feature, and the instrument has multiple features that substantially modify the cash flows and the values of those features are interdependent (such as a callable convertible debt instrument), the existence of those features.
- (e) If there is a difference between the fair value at initial recognition and the amount that would be determined at that date using a valuation technique, the aggregate difference yet to be recognised in profit or loss at the beginning and end of the period and a reconciliation of the changes in the balance of this difference.
- (f) Information that enables users of the entity's financial statements to evaluate the nature and extent of relevant risks arising from financial instruments to which the entity is exposed at the end of the reporting period. These risks typically include, but are not limited to, credit risk, liquidity risk and market risk. The disclosure should include both the entity's exposure to each type of risk and how it manages those risks.

This is not applicable for FRS 102 Layout Limited

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FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Financial instruments (continued)

Note: not all of the following disclosure requirements are relevant to FRS 102 Layout Limited

Financial instruments – hedge accounting

FRS 102 s12.27	<p>An entity shall disclose the following separately for hedges of each of the four types of relationships described in paragraph 12.19:</p> <ul style="list-style-type: none">(a) a description of the hedge;(b) a description of the financial instruments designated as hedging instruments and their fair values at the reporting date; and(c) the nature of the risks being hedged, including a description of the hedged item.
FRS 102 s12.28	<p>If an entity uses hedge accounting for a fair value hedge it shall disclose the following:</p> <ul style="list-style-type: none">(a) the amount of the change in fair value of the hedging instrument recognised in profit or loss for the period; and(b) the amount of the change in fair value of the hedged item recognised in profit or loss for the period.
FRS 102 s12.29	<p>If an entity uses hedge accounting for a cash flow hedge it shall disclose the following:</p> <ul style="list-style-type: none">(a) the periods when the cash flows are expected to occur and when they are expected to affect profit or loss;(b) a description of any forecast transaction for which hedge accounting had previously been used, but which is no longer expected to occur;(c) the amount of the change in fair value of the hedging instrument that was recognised in other comprehensive income during the period;(d) the amount that was reclassified from equity to profit or loss for the period; and the amount, if any, of any hedge ineffectiveness recognised in profit or loss for the period.
FRS 102 s12.29A	<p>If an entity uses hedge accounting for a net investment in a foreign operation it shall disclose separately the amounts recognised in other comprehensive income in accordance with paragraph 12.24(a) and the amounts recognised in profit or loss in accordance with paragraph 12.24(b).</p>
FRS 102 s12.30	<p>When an entity has taken advantage of the temporary amendments to specific hedge accounting requirements in paragraphs 12.25C to 12.25F, it shall disclose:</p> <ul style="list-style-type: none">(a) that fact; and(b) the significant interest rate benchmarks to which the entity's hedging relationships are exposed. <p>It shall also consider whether any further disclosure is necessary, for example in accordance with paragraphs 8.6 and 8.7.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

23 Financial instruments (continued)

The Company's gains and losses in respect of financial instruments are summarised below:

	Company 2025 £'000	Company 2024 £'000
Fair value gains/(losses)		
On financial assets measured at fair value through profit or loss (notes 17 and 20)	=====	=====

Hedge of variable interest rate risk arising from bank loan liabilities

During the year, the group and company borrowed funds from its bankers under two term loans of £xxx and £xxx, which are repayable in June 2027 and June 2028 respectively.

To hedge the potential volatility in future interest cash flows arising from movements in SONIA, the group has entered into floating to fixed interest rate swaps with a nominal value equal to that of the initial borrowings, the same term as the loans and interest re-pricing dates identical to those of the variable rate loans. These result in the group paying xx% and receiving SONIA (though cash flows are settled on a net basis) and effectively fix the total interest cost on loans and interest rates swaps at xx% per annum.

The company uses derivatives to hedge its variable interest rate risks and the fair value of the derivative liability at the balance sheet date was £xxx (2024 - £xxx). The cash flows arising from the interest rate swaps will continue until their maturity in June 2027 and June 2028, coincidental with the repayment of the term loans.

Changes in the fair value of the derivative recognised in other comprehensive income that were determined to be an effective hedge amounted to £xxx. During the year an amount of £xxx was reclassified from other comprehensive income to the income statement representing the amount by which forecast cash flows affected the profit or loss. The hedge did not result in any ineffective portion of the change in the fair value of the derivative being recognised in the profit or loss for the year.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Provisions for liabilities	
Sch 1 (59)(1-3)	<p>Where amounts would ordinarily be shown separately in the balance sheet, then details of amounts brought forward, transferred and carried forward should be given in tabular form.</p> <p>Particulars must be given of each provision included in the item "other provisions" in the company's balance sheet in any case where the amount of that provision is material.</p>
FRS 102 s21.14	<p>For each class of provision, an entity shall disclose the following:</p> <ul style="list-style-type: none">(a) a reconciliation showing:<ul style="list-style-type: none">(i) the carrying amount at the beginning and end of the period;(ii) additions during the period, including adjustments that result from changes in measuring the discounted amount;(iii) amounts charged against the provision during the period; and(iv) unused amounts reversed during the period;(b) a brief description of the nature of the obligation and the expected amount and timing of any resulting payments;(c) an indication of the uncertainties about the amount or timing of those outflows; and(d) the amount of any expected reimbursement, stating the amount of any asset that has been recognised for that expected reimbursement. (in <i>FRS 102 Layout Limited's</i> case this is nil). <p>Comparative information for prior periods is not required.</p> <p><i>NOTE - See accounting policies for some of these disclosures</i></p>
Deferred taxation	
Sch 1 (60)	<p>Show any provision for deferred taxation separately from any provision for other taxation.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

24 Provisions for liabilities

Group	Deferred taxation (note 26) £'000	Product warranties £'000	Property leases £'000	Total £'000
At 31 December 2024				
<i>Effect of adoption of FRS 102 amendments</i>				
<i>At 1 January 2025 as restated</i>				
Charged to profit or loss				
Charged to other comprehensive income				
Arising on business combinations				
Utilised in year				
At 31 December 2025				
Company			Deferred taxation (note 26) £'000	Total £'000
At 1 January 2025				
Charged to profit or loss				
Charged to other comprehensive income				
Utilised in year				
At 31 December 2025				

The group provides a warranty on certain goods sold. It is expected that the provision will be utilised over the next xx years in line with the term of the warranty period.

Dilapidations provisions on property leases relate to the expected costs of returning a leasehold property to its original state at the end of the lease in accordance with the lease term. The provision is expected to be utilised within xx to xx years.

Effect of adoption of FRS 102 amendments

The group has adopted the FRS 102 amendments during the year. The group has applied the modified retrospective approach to the changes in accounting policies for revenue and leases as explained in note 38. The net cumulative effect of the change in the accounting policies has been recognised as an adjustment to the opening balance of retained earnings as at 1 January 2025. The tax impact of the change to the accounting policies was £xxx and has been recognised as an adjustment to the opening deferred tax liability as at 1 January 2025 and subsequently released during the year.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Pensions

Sch 1 (63)(4,5 & 6)

Disclose any pension commitments at the year-end that are:

- Included in the balance sheet
- Not included in the balance sheet
- Amounts for either of the above that relate to past directors

Defined benefit pension scheme

FRS 102 s28.41

An entity shall disclose the following information about defined benefit plans (unless s28.40A applies for multi-employer plan – see next guidance notes page).

If an entity has more than one defined benefit plan, these disclosures may be made in aggregate, separately for each plan, or in such groupings as are considered to be the most useful:

- (a) A general description of the type of plan, including funding policy. This includes the amount and timing of the future payments to be made by the entity under any agreement with the defined benefit plan to fund a deficit (such as a schedule of contributions).
- (b)-(c) [deleted]
- (d) The date of the most recent comprehensive actuarial valuation and, if it was not as of the reporting date, a description of the adjustments that were made to measure the defined benefit obligation at the reporting date.
- (e) A reconciliation of opening and closing balances for each of the following:
 - (i) the defined benefit obligation;
 - (ii) the fair value of plan assets; and
 - (iii) any reimbursement right recognised as an asset.
- (f) Each of the reconciliations in e) above shall show each of the following if applicable:
 - (i) the change in the defined benefit liability arising from employee service rendered during the reporting period in profit or loss;
 - (ii) interest income or expense;
 - (iii) remeasurement of the defined benefit liability, showing separately actuarial gains and losses and the return on plan assets less amounts included in (ii) above;
 - (iv) plan introductions, changes, curtailments and settlements;
 - (v) contributions to the plan;
 - (vi) payments from the plan;
 - (vii) the effect of changes in foreign exchange rates; and
 - (viii) the effect of business combinations and disposals.
- (g) [Deleted]
- (h) For each major class of plan assets, which shall include, but is not limited to, equity instruments, debt instruments, property, and all other assets, the percentage or amount that each major class constitutes of the fair value of the total plan assets at the reporting date.
- (i) The amounts included in the fair value of plan assets for:
 - (i) each class of the entity's own financial instruments; and
 - (ii) any property occupied by, or other assets used by, the entity.
- (j) The return on plan assets.
- (k) The principal actuarial assumptions used, including, when applicable:
 - (i) the discount rates;
 - (ii) [deleted]
 - (iii) the expected rates of salary increases;
 - (iv) medical cost trend rates; and
 - (v) any other material actuarial assumptions used.
- (l) When applicable, the basis used to determine the limit on recognising a plan surplus (see paragraph 28.22).

The reconciliations in (e) and (f) above need not be presented for prior periods.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

25 Pensions

Several pension schemes are operated by the group. Details of defined contribution scheme costs are shown in note 5, there are no balances outstanding at year-end in relation to these schemes.

Details of the defined benefit scheme are shown below.

Defined benefit pension scheme

Some subsidiaries within the group operate a defined benefit pension scheme which was established under an irrevocable Deed of Trust. The Deed determines the appointment of trustees to the fund. The scheme is managed by a corporate trustee accountable to the pension scheme members. The trustees of the fund are required to act in the best interests of the beneficiaries.

There is a stated policy for charging the net defined benefit scheme between those group companies that are a party to the scheme and hence a proportion of the defined benefit scheme assets, liabilities, income and costs are recognised by individual group companies in accordance with that policy. However, as FRS 102 Layout Limited is not itself a party to the scheme and none of its own employees are members of that scheme, no proportion of the scheme is recognised in its individual company financial statements.

Pension benefits depend upon age, length of service and salary level.

A full actuarial valuation of the defined benefit scheme was carried out at 31 December 2023 and updated to 31 December 2024 and 2025 by a qualified independent actuary. Contributions to the scheme are made by the group based on a funding plan agreed with the trustee determined using the advice of the actuary and with the aim of making good the deficit over the remaining working life of the employees.

There were no changes to the scheme during the year and no amounts owing to the scheme at the year-end.

	Assets £'000	Liabilities £'000	Net liability £'000
<i>Reconciliation of net pension scheme liability</i>			
At 1 January 2025			
Current service cost			
Interest income on plan assets / (cost)			
Actuarial losses			
Return on plan assets excluding interest income			
Benefits paid			
Contributions			
	_____	_____	_____
At 31 December 2025	=====	=====	=====
The actual return on plan assets was:		2025	2024
		£'000	£'000
Return on plan assets excluding interest income			
Interest income on plan assets			
		_____	_____
<i>Actual return on plan assets</i>		=====	=====

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Defined benefit pension scheme (*continued*)

FRS 102 s28.41A

If an entity participates in a defined benefit plan that shares risks between entities under common control it shall disclose the following information:

- (a) The contractual agreement or stated policy for charging the cost of a defined benefit plan or the fact that there is no policy.
- (b) The policy for determining the contribution to be paid by the entity.
- (c) If the entity accounts for an allocation of the net defined benefit cost, all the information required in paragraph 28.41.
- (d) If the entity accounts for the contributions payable for the period, the information about the plan as a whole required by paragraph 28.41(a), (d), (h) and (i).

This information can be disclosed by cross-reference to disclosures in another group entity's financial statements if:

- (i) that group entity's financial statements separately identify and disclose the information required about the plan; and
- (ii) that group entity's financial statements are available to users of the financial statements on the same terms as the financial statements of the entity and at the same time as, or earlier than, the financial statements of the entity.

FRS 102 s28.11B(b)

When an entity participates in a defined benefit plan, which is a multi-employer plan that in accordance with paragraph 28.11 is accounted for as if the plan were a defined contribution plan, and sufficient information to use defined benefit accounting becomes available, the entity shall recognise the difference between:

- (i) its net defined benefit liability (after taking into account the effect of paragraph 28.22, if any) at the relevant date as defined in paragraph 28.11C;
- (ii) and the carrying value at the relevant date of its liability for the contributions payable arising from an agreement to fund a deficit, if any, plus any liability recognised in accordance with paragraph 28.13(a);

as a separate item in other comprehensive income.

The above disclosures are not applicable to FRS 102 Layout Limited as there is no multi-employer pension scheme in the individual company, and at group level this is accounted for as a defined benefit scheme already.

Defined contribution pension scheme

FRS 102 s28.40

An entity shall disclose the amount recognised in profit or loss as an expense for defined contribution plans. (Disclosed in note 7)

FRS 102 s28.40A

If an entity treats a defined benefit multi-employer plan as a defined contribution plan because sufficient information is not available to use defined benefit accounting it shall:

- (a) disclose the fact that it is a defined benefit plan and the reason why it is being accounted for as a defined contribution plan, along with any available information about the plan's surplus or deficit and the implications, if any, for the entity;
- (b) include a description of the extent to which the entity can be liable to the plan for other entities' obligations under the terms and conditions of the multi-employer plan; and
- (c) disclose how any liability recognised in accordance with s28.11A (multi-employer plans with an agreement in place to fund a deficit) has been determined.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

25 Pensions (<i>continued</i>)	2025	2024
<i>Composition of plan assets</i>	£'000	£'000
European equities		
European bonds		
Property		
Cash		
	_____	_____
Total plan assets	=====	=====
Analysis of actuarial loss recognised in Other Comprehensive Income		
	2025	2024
	£'000	£'000
Actual return less interest income included in net interest income		
Experience gains and losses arising on the scheme liabilities		
Changes in assumptions underlying the present value of the scheme liabilities		
	_____	_____
	=====	=====
	2025	2024
	%	%
<i>Principal actuarial assumptions used at the balance sheet date</i>		
Discount rates		
Future salary increases		
Future pension increases		
Proportion of employees opting for early retirement		
Inflation assumption		
Mortality rates		
- for a male aged 65 now		
- at 65 for a male member aged 45 now		
- for a female aged 65 now		
- at 65 for a female member aged 45 now		

No employees of the parent company were members of the defined benefit scheme.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Deferred taxation

FRS 102 s29.27

An entity shall disclose the following separately:

- (a) See note 12
- (b) See note 12
- (c) the amount of the net reversal of deferred tax assets and deferred tax liabilities expected to occur during the year beginning after the reporting period together with a brief explanation for the expected reversal;
- (d) an explanation of changes in the applicable tax rate(s) compared with the previous reporting period; [see note 12]
- (e) the amount of deferred tax liabilities and deferred tax assets at the end of the reporting period for each type of timing difference and the amount of unused tax losses and tax credits;
- (f) the expiry date, if any, of timing differences, unused tax losses and unused tax credits; and
- (g) See note 12

International tax reform – Pillar Two model rules

FRS 102 s29.28

If, based on known or reasonably estimable information, an entity is, or expects to be, within the scope of Pillar Two legislation:

- (a) it shall disclose that fact; and
- (b) when such legislation has been enacted or substantively enacted by the reporting date but is not yet in effect for the entity, the entity shall disclose known or reasonably estimable information that helps users of financial statements understand the entity's exposure to Pillar Two income tax arising from that legislation.

FRS 102 s29.29

To meet the requirement in sub-paragraph 29.28(b), an entity shall disclose qualitative and quantitative information about its exposure to Pillar Two income tax at the end of the reporting period. This information does not have to reflect all the specific requirements of the Pillar Two legislation and can be provided in the form of an indicative range. To the extent information is not known or reasonably estimable, an entity shall instead disclose a statement to that effect and disclose information about the entity's progress in assessing its exposure.

FRS 102 Layout Limited is not within the scope of the OECD's Pillar Two model rules and the exception to the recognition and disclosure of information about deferred tax assets and liabilities related to Pillar Two income taxes is not applicable to the Group.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

26 Deferred taxation

Deferred tax liabilities

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Accelerated capital allowances				
Business combinations				
Investment property revaluations				
Financial instruments revaluations				
	_____	_____	_____	_____
At 31 December	=====	=====	=====	=====

Deferred tax assets

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Defined benefit pension scheme				
	_____	_____	_____	_____
At 31 December	=====	=====	=====	=====

The group has no unused tax losses or credits.

The net reversal of deferred tax assets and liabilities expected in 2026 is £xxx. This is expected to arise because depreciation is anticipated to be higher than the available capital allowances. However, it should be noted that further reversals (or further increases in deferred tax balances) may arise as a result of revaluations of investment property, financial instruments and changes in the defined benefit pension liability. As the future deferred tax balances, if any, will be dependent on future changes in fair values of assets and liabilities, it is not possible to estimate any further future reversals.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Share capital FRS 102 s4.12(a)	An entity with share capital shall disclose the following, either in the statement of financial position or in the notes, for each class of share capital: <ul style="list-style-type: none">(i) [Deleted](ii) The number of shares issued and fully paid, and issued but not fully paid(iii) Par value per share, or that shares have no par value(iv) [Deleted](v) The rights, preferences and restrictions attaching to that class of share including restrictions on the distribution of dividends and the repayment of capital(vi) Shares in the entity held by the entity or by its subsidiaries, associates or joint ventures(vii) Shares reserved for issue under options and contracts for the sale of shares, including the terms and amounts
Sch 1 BS format note 12	The amount of allotted share capital and the amount of called up share capital which has been paid up must be shown separately.
Sch 1 (47)(1)	<ul style="list-style-type: none">(a) State the number and total nominal value of shares of each class allotted.(b) State the number and total nominal value of each class of treasury shares held.
Sch 1 (47)(2)	For redeemable shares, give: <ul style="list-style-type: none">(a) the earliest and latest dates for redemption;(b) whether redemption is mandatory, or at the company or shareholder's option; and(c) the amount of any premium payable on redemption.
Sch 1 (48)	If the company has allotted shares during the year, give: <ul style="list-style-type: none">(a) the classes of shares allotted, and(b) as respects each class of shares, the number allotted, their aggregate nominal value, and the consideration received by the company for the allotment.
Sch 1 (62)	If fixed cumulative dividends are in arrears, the amount and period of arrears for each class of shares.
Sch 4 (3)	1) The number, description and amount of the shares in the company held by or on behalf of its subsidiary undertakings must be disclosed.
ESOP shares FRS 102 s9.38	When a sponsoring entity recognises the assets and liabilities held by an intermediary, it should disclose sufficient information in the notes to its financial statements to enable users to understand the significance of the intermediary and the arrangement in the context of the sponsoring entity's financial statements. This should include: <ul style="list-style-type: none">(a) a description of the main features of the intermediary including the arrangements for making payments and for distributing equity instruments;(b) any restrictions relating to the assets and liabilities of the intermediary;(c) the amount and nature of the assets and liabilities held by the intermediary, which have not yet vested unconditionally with the beneficiaries of the arrangement;(d) the amount that has been deducted from equity and the number of equity instruments held by the intermediary, which have not yet vested unconditionally with the beneficiaries of the arrangement;(e) for entities that have their equity instruments listed or publicly traded on a stock exchange or market, the market value of the equity instruments held by the intermediary which have not yet vested unconditionally with employees;(f) the extent to which the equity instruments are under option to employees, or have been conditionally gifted to them; and(g) the amount that has been deducted from the aggregate dividends paid by the sponsoring entity.

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

27 Share capital

Group and company	2025 £'000	2024 £'000
<i>Allotted, called up and fully paid</i> xxx (2024 – xxx) ordinary shares of xx p each	_____	_____
<i>Presented as a financial liability</i> xxx (2024 – xxx) redeemable preference shares of £xx each	_____	_____

On 9 April 2025 xxx ordinary shares were issued in settlement of the Convertible Bond 2009. Total consideration was £xxx. The premium of £xxx has been credited to the share premium account.

On 14 June 2025, xxx ordinary shares were issued on the exercise of share options held by employees at an exercise price of xx p per share. Total consideration was £xxx and the premium of £xxx has been credited to the share premium account.

In addition, the company has in issue xxx £xx redeemable preference shares that are allotted, called up and fully paid. These shares are classified as a financial liability in accordance with FRS 102. These shares pay an annual dividend of xx% and are redeemable at the request of the shareholder after 2050 at par.

The ordinary shares each carry one voting right. The preference shares have no voting rights attached and are not eligible for further dividends beyond the contractual xx% noted above.

28 ESOP shares

The Employee share ownership plan (ESOP) was established in July 2005 to provide for the future obligations of the company for shares awarded under the Senior Executive Savings Related Share Options Scheme and other share-based plans which are conditionally awarded to employees rather than being held under option arrangements. Under the scheme the trustee, A Layout Trustees (Guernsey) Limited, purchases the company's ordinary shares in the open market using a £xxx bank facility guaranteed by FRS 102 Layout Limited which meets the net financing costs. At 31 December 2025 the trustee holds xxx shares in the company (2024 – xxx) of which xxx (2024 – xxx) are under option to employees or have been conditionally gifted to them. Shares in the company held by the ESOP scheme are deducted from equity and amounts can be seen in the 'ESOP share reserve', and dividends paid to the trustee in relation to the shares they hold are deducted from the aggregate amount of dividends paid by the company within these accounts. More details on dividends is given in note 13.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Contingent liabilities/assets	
FRS 102 s21.15	<p>Unless the possibility of any outflow of resources in settlement is remote, an entity shall disclose, for each class of contingent liability at the reporting date, a brief description of the nature of the contingent liability and:</p> <ul style="list-style-type: none">(a) an estimate of its financial effect;(b) an indication of the uncertainties relating to the amount or timing of any outflow; and(c) the possibility of any reimbursement. <p>If it is impracticable to make one or more of these disclosures, that fact shall be stated.</p>
FRS 102 s21.16	<p>If an inflow of economic benefits is probable (more likely than not) but not virtually certain, an entity shall disclose a description of the nature of the contingent assets at the end of the reporting period, and, when practicable, an estimate of their financial effect, measured using the principles set out in paragraphs 21.7 to 21.11. If it is impracticable to make this disclosure, that fact shall be stated.</p>
FRS 102 s21.17	<p>In extremely rare cases, disclosure of some or all of the information required by paragraphs 21.14 and 21.16 can be expected to prejudice seriously the position of the entity in a dispute with other parties on the subject matter of the provision, contingent liability or contingent asset. In such cases, an entity need not disclose all of the information required by those paragraphs insofar as it relates to the dispute, but shall disclose at least the following:</p> <p>In relation to contingent liabilities, the following information shall be given:</p> <ul style="list-style-type: none">(a) [see Sch 1 (63) (2) below for details as these are the same];(b) [see Sch 1 (63) (7) below for details as these are the same]; and(c) the fact that, and reason why, the information required by paragraph 21.15 has not been disclosed. <p>In relation to contingent assets, the entity shall disclose the general nature of the dispute, together with the fact that, and reason why, the information required by paragraph 21.16 has not been disclosed.</p>
FRS 102 s21.17A	<p>An entity shall disclose the nature and business purpose of the financial guarantee contracts it has issued. If applicable, an entity shall also provide the disclosures required by paragraphs 21.14 and 21.15.</p>
Sch 1 (63)	<ul style="list-style-type: none">(1) Particulars must be given of any charge on the assets of the company to secure the liabilities of any other person including the amount secured.(2) Particulars and the total amount of any financial commitments, guarantees and contingencies that are not included in the balance sheet must be disclosed.(3) An indication of the nature and form of any valuable security given by the company in respect of commitments, guarantees and contingencies within sub-paragraph (2) must be given.(4) The total amount of any commitments within sub-paragraph (2) concerning pensions must be separately disclosed.(5) Particulars must be given of pension commitments which are included in the balance sheet.(6) Where any commitment within sub-paragraph (4) or (5) relates wholly or partly to pensions payable to past directors of the company separate particulars must be given of that commitment.(7) The total amount of any commitments, guarantees and contingencies within sub-paragraph (2) which are undertaken on behalf of or for the benefit of—<ul style="list-style-type: none">a. any parent undertaking or fellow subsidiary undertaking of the company,b. any subsidiary undertaking of the company, orc. any undertaking in which the company has a participating interest,must be separately stated and those within each of paragraphs (a), (b) and (c) must also be stated separately from those within any other of those paragraphs.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

29 Contingent liabilities

Group

During the year the group received a writ from a customer in respect of mishandling of goods amounting to £xxx plus costs and damages arising from an alleged breach of contract. The case had not been resolved when these financial statements were approved by the Board. The directors are of the opinion that the company has an adequate defence and are intending to dispute the claim. Accordingly, no provision for any liability from such a claim has been made in the financial statements.

Company

The company has guaranteed bank borrowings of its subsidiaries. At the year-end the liabilities covered by these guarantees totalled £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Share-based payments

FRS 102 s26.18	<p>An entity shall disclose the following information about the nature and extent of share-based payment arrangements that existed during the period:</p> <p>(a) A description of each type of share-based payment arrangement that existed at any time during the period, including the general terms and conditions of each arrangement, such as vesting requirements, the maximum term of options granted, and the method of settlement (eg whether in cash or equity). An entity with substantially similar types of share-based payment arrangements may aggregate this information.</p> <p>(b) The number and weighted average exercise prices of share options for each of the following groups of options:</p> <ul style="list-style-type: none">(i) outstanding at the beginning of the period;(ii) granted during the period;(iii) forfeited during the period;(iv) exercised during the period;(v) expired during the period;(vi) outstanding at the end of the period; and(vii) exercisable at the end of the period.
FRS 102 s26.20	<p>For cash-settled share-based payment arrangements, an entity shall disclose information about how the liability was measured.</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
FRS 102 s26.21	<p>For share-based payment arrangements that were modified during the period, an entity shall disclose an explanation of those modifications.</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
FRS 102 s26.22	<p>If the entity is part of a group share-based payment arrangement, and it measures its share-based payment expense on the basis of a reasonable allocation of the expense for the group, it shall disclose that fact and the basis for the allocation (see paragraph 26.16).</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
FRS 102 s26.23	<p>An entity shall disclose the following information about the effect of share-based payment transactions on the entity's profit or loss for the period and on its financial position:</p> <ul style="list-style-type: none">(a) the total expense recognised in profit or loss for the period; and(b) the total carrying amount at the end of the period for liabilities arising from share-based payment transactions. <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
Sch 1 (49)(1)	<p>With respect to any option to subscribe for shares and any other right to require the allotment of shares give:</p> <ul style="list-style-type: none">(a) the number, description and amount of the shares in relation to which the right is exercisable,(b) the period during which it is exercisable, and(c) the price to be paid for the shares allotted.
FRS 102 s26.19	<p>For equity-settled share-based payment arrangements, an entity shall disclose information about how it measured the fair value of goods or services received or the value of the equity instruments granted. If a valuation methodology was used, the entity shall disclose the method and its reason for choosing it.</p>

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

30 Share-based payments

FRS 102 Layout Limited operates an equity-settled share-based remuneration scheme for employees. All UK employees are eligible to participate in the long-term incentive scheme, the only vesting condition being that the individual remains an employee of the group over the three-year vesting period. Once vested, there is a one-year exercisable period before they expire.

	Weighted average exercise price (pence) 2025	Number 2025	Weighted average exercise price (pence) 2024	Number 2024
Outstanding at the beginning of the year				
Granted during the year				
Forfeited during the year				
Exercised during the year				
Expired during the year				
	_____	_____	_____	_____
Outstanding at the end of the year				
	_____	_____	_____	_____

Of the total number of options outstanding at the end of the year, xxx (2024 – xxx) had vested and were exercisable at the end of the year with a weighted average exercise price of xx p (2024 – xx p). These options are exercisable within the next xx year (2024 - xx year).

The Black-Scholes option pricing model was used to value the equity-settled share-based payment awards as it was considered that this approach would result in materially accurate estimate of the fair value of options granted. The following information was used in this valuation.

	2025	2024
Equity-settled		
Option pricing model used		
Weighted average share price at grant date (pence)		
Exercise price (pence)		
Weighted average contractual life (years)		
Expected volatility		
Expected dividend growth rate		
Risk-free interest rate		
	_____	_____

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years of comparable publicly quoted companies.

The share-based remuneration expense comprises:

	2025 £'000	2024 £'000
Equity-settled schemes		
	_____	_____

The group did not enter into any share-based payment transactions with parties other than employees during the current or previous periods.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Business combinations

FRS 102 s19.25

For each business combination, excluding any group reconstructions, that was effected during the period, the acquirer shall disclose the following:

- (a) the names and descriptions of the combining entities or businesses
- (aA) **the primary reasons for the business combination and a description of how the acquirer obtained control of the acquiree**
- (b) the acquisition date
- (c) the percentage of voting equity instruments acquired
- (cA) **the amount of any non-controlling interest in the acquiree recognised at the acquisition date**
- (d) the cost of the combination and a description of the components of that cost (such as cash, equity instruments and debt instruments)
- (dA) **for contingent consideration arrangements:**
 - (i) **the amount recognised as of the acquisition date**
 - (ii) **a description of the arrangement and the basis for determining the amount of the payment, and**
 - (iii) **an estimate of the range of outcomes (undiscounted) or, if a range cannot be estimated, that fact and the reasons why a range cannot be estimated. If the maximum amount of the payment is unlimited, the acquirer shall disclose that fact.**
- (e) the amounts recognised at the acquisition date for each class of the acquiree's assets, liabilities and contingent liabilities, including goodwill
- (f) [deleted]
- (fA) a qualitative description of the nature of intangible assets included in goodwill
- (g) the useful life of goodwill, and if this cannot be reliably estimated, supporting reasons for the period chosen;
- (h) the periods in which the excess recognised (negative goodwill) will be recognised in profit or loss, and
- (i) **for each contingent liability that is not recognised in accordance with paragraph 19.15F because its fair value cannot be measured reliably, the acquirer shall disclose the information required by paragraph 21.15.**

Note - (cA) and (i) are not applicable for FRS 102 Layout Limited

Sch 6 (13)(2)

For acquisitions in the financial year the notes must disclose the name of undertaking or parent of group disposed of in the year, and whether acquisition or merger accounting was used. [see Sch 6 (16) for exemption although this is still required by FRS 102 s19.25 above]

Sch 6 (13)(3)&(4)

In relation to an acquisition in the financial year which significantly affects the figures shown in the group accounts, the following further information must be given:

- 3) The composition and fair value of the consideration for the acquisition given by the parent company and its subsidiary undertakings must be stated.
- 4) Where the acquisition method of accounting has been adopted, the book values immediately prior to the acquisition, and the fair values at the date of acquisition, of each class of assets and liabilities of the undertaking or group acquired must be stated in tabular form, including a statement of the amount of any goodwill or negative consolidation difference arising on the acquisition, together with an explanation of any significant adjustments made.

[see Sch 6 (16) for exemption – FRS 102 Layout Limited has given the book values voluntarily, FRS 102 s19.25 still requires disclosure of the other information.]

[Continued on next page including group reconstruction disclosure requirements]

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

31 Business combinations

Acquisition of A Layout (Singapore) Pte Limited

On 29 June 2025 the group acquired 100% of the voting equity instruments of A Layout (Singapore) Pte Limited, a Singapore company which distributes sports equipment. The total consideration was £xxx plus acquisition expenses of £xxx. The principal reason for this acquisition was to gain immediate and critical access to a well-established and highly efficient regional distribution network. This network will significantly enhance the Group's marketing capabilities in the sports retail sector, where direct, reliable, and prompt delivery is essential for customer satisfaction and market share growth.

In calculating the goodwill arising on acquisition, the fair value of net assets of A Layout (Singapore) Pte Limited have been assessed and adjustments from book value have been made where necessary.

	Book value £'000	Adjustments £'000	Fair value £'000
<i>Fixed assets</i>			
Tangible			
Intangible			
<i>Current assets</i>			
Stocks			
Debtors			
Cash at bank and in hand			
	_____	_____	_____
<i>Total assets</i>			
<i>Creditors</i>			
Due within one year			
Deferred tax on differences between fair values and tax bases			
	_____	_____	_____
Net assets	=====	=====	=====
Fair value of consideration paid			
Cash (including expenses of £xxx)			
Contingent consideration (note 22)			

Total consideration			_____
Goodwill (note 14)			_____
			=====
Purchase consideration settled in cash, as above			
Cash and cash equivalents in subsidiary acquired			

Cash outflow on acquisition			=====

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Business combinations (continued)	
Sch 6 (16)	<p>The information in Sch 6 (13) above need not be given in respect of an undertaking:</p> <ul style="list-style-type: none">a) established outside the UK, orb) carries on its business outside of the UK, if disclosure would be seriously prejudicial to the business of the group (provided that the Secretary of State agrees). <p>Note – most of the information from Sch 6 (13) is still required as a result of FRS 102 s19.25.</p>
FRS 102 s19.25A	<p>The acquirer shall disclose, separately for each material business combination that occurred during the reporting period, the amounts of revenue and profit or loss of the acquiree since the acquisition date included in the consolidated statement of comprehensive income for the reporting period. The disclosure may be provided in aggregate for business combinations that occurred during the reporting period which, individually, are not material.</p>
FRS 102 s19.25B	<p>If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, and the acquirer has recognised in its financial statements provisional amounts for the items for which the accounting is incomplete in line with paragraph 19.19, the acquirer shall disclose that fact and the line items for which provisional amounts have been recognised.</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
FRS 102 s19.33	<p>For each group reconstruction, that was effected during the period, the combined entity shall disclose the following:</p> <ul style="list-style-type: none">a) the names of the combining entities (other than the reporting entity);b) whether the combination has been accounted for as an acquisition or a merger; and <p>the date of the combination.</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>
Sch 6 (16A)	<p>Where an acquisition has taken place in the financial year and the merger method of accounting has been adopted, the notes to the accounts must also disclose-</p> <ul style="list-style-type: none">a) the address of the registered office of the undertaking acquired (whether in or outside the UK)b) the name of the party who has ultimate control of the acquired entity before and after the acquisition,c) the address of the registered office of that party (whether in or outside the UK), and <p>the merger reserve adjustment (or similar reserve).</p> <p><i>This is not applicable for FRS 102 Layout Limited.</i></p>

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

31 Business combinations (*continued*)

Acquisition of A Layout (Singapore) Pte Limited (continued)

As part of the acquisition agreement, additional cash consideration of up to £xxx may be payable to the former owners, subject to the achievement of pre-defined revenue targets by the acquired entity over the next xx years. Where revenue exceeds £xxx in the year to 31 December 2026, additional consideration of £xxx is payable. Where revenue exceeds £xxx in the year to 31 December 2027, a further £xxx is payable. The payments, if triggered, are expected to be settled in cash during the first quarter of 31 December 2028. The fair value of the contingent consideration of £xxx was estimated by calculating the present value of the future expected cash flows and based on the expected revenue of A Layout (Singapore) Pte Limited.

The uplift in tangible fixed assets is to the value of a third-party valuation of acquisition. The intangible assets reflect the recognition of development costs on acquisition. Deferred tax is in relation to these adjustments.

The useful economic life of goodwill has been estimated to be xx years. Included within goodwill are intangible assets that do not require separate recognition. These intangible assets relate to customer lists and customer relationships.

Since the acquisition date, A Layout (Singapore) Pte Limited has contributed £xxx to group turnover and £xxx to group profit.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Discontinued operations

Sch 6 (15)

Where during the financial year there has been a disposal of an undertaking or group which significantly affects the figure shown in the group accounts, there must be stated in a note to the accounts:

- a) the name of undertaking or parent of group disposed of in the year, and
- b) the extent to which the profit and loss in the group financial statements is attributable to the profit or loss of any undertakings disposed of in the year.

In these financial statements this information per b) is given on the face of the profit and loss account since there is only one such disposal in the period.

Sch 6 (16)

The information in Sch 6 (15) above need not be given in respect of an undertaking:

- a) established outside the UK, or
- b) carries on its business outside of the UK, if disclosure would be seriously prejudicial to the business of the group (provided that the Secretary of State agrees).

Disposal group

FRS 102 s4.14

If, at the reporting date, an entity has a binding sale agreement for a major disposal of assets, or a disposal group, the entity shall disclose the following information

- (a) a description of the asset(s) or the disposal group
- (b) a description of the facts and circumstances of the sale, and
- (c) the carrying amount of the assets or, for a disposal group, the carrying amounts of the assets and liabilities within the disposal group.

This is not applicable for FRS 102 Layout Limited

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

32 Discontinued operations

On 20 June 2025 the group disposed of Bunk Beds Limited. The profit on disposal of Bunk Beds Limited has been calculated as follows:

	£'000	£'000
Cash proceeds		
Net assets disposed of:		
Tangible fixed assets		
Stocks		
Debtors		
Cash		
Creditors		
	_____	_____
Profit on disposal before tax		_____

The net inflow of cash in respect of the sale of Bunk Beds Limited is as follows:		£'000
Cash consideration		
Cash transferred on disposal		

Net inflow of cash		=====

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Leases – as a lessor (operating leases)

FRS 102 s20.114	A lessor shall disclose a general description of its significant leasing arrangements, including, if necessary to enable users to understand those arrangements, information about variable lease payments, renewal or purchase options and escalation clauses, subleases, and restrictions imposed by lease arrangements.
FRS 102 s20.115	If necessary to enable users to understand its significant leasing arrangements, a lessor shall disclose additional qualitative and quantitative information.
FRS 102 s20.116(b)	A lessor shall disclose the amounts for the reporting period for operating leases, lease income, separately disclosing income relating to variable lease payments that do not depend on an index or a rate.
FRS 102 s20.121	A lessor shall disclose a maturity analysis of the lease payments receivable, showing the undiscounted lease payments to be received on an annual basis for a minimum of each of the first five years and a total of the amounts for the remaining years.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

33 Operating leases as a lessor

The group leases out the investment properties under non-cancellable operating leases with terms of between one to seven years. There are no variable lease payments and the lessee does not have any renewal or purchase options.

The undiscounted lease payments receivable under operating leases are due as follows:

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Within one year				
Between one and two years				
Between two and three years				
Between three and four years				
Between four and five years				
Later than five years				
Total				

Lease income of £xxx (2024 - £xxx) was received under operating leases during the year and has been recognised within 'other operating income'. There was no lease income (2024 - £xxx) relating to variable lease payments that do not depend on an index or a rate.

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
<p>Related parties FRS 102 s33.5</p>	<p>Relationships between a parent and its subsidiaries shall be disclosed irrespective of whether there have been related party transactions. An entity shall disclose the name of its parent and, if different, the ultimate controlling party. If neither the entity's parent nor the ultimate controlling party produces financial statements available for public use, the name of the next most senior parent that does so (if any) shall also be disclosed.</p>
<p>Sch 4 (8) & (9)</p>	<p>Where the parent is a subsidiary as well, details of its parent undertaking and other larger consolidated accounts must be given. See Sch 4 (8) & (9) for detail.</p>
<p>FRS 102 s33.7</p>	<p>An entity shall disclose key management personnel compensation in total.</p>
<p>FRS 102 s33.7A</p>	<p>When an entity is subject to a legal or regulatory requirement to disclose directors' remuneration (or equivalent), it is exempt from the requirements of paragraph 33.7 if the key management personnel and directors are the same.</p>
<p>FRS 102 s33.8 FRS 102 s33.12</p>	<p>A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. Examples of related party transactions that are common to entities within the scope of FRS 102 are set out in FRS 102 s33.8. FRS 102 s33.12 sets out examples of transactions that shall be disclosed if they are with a related party.</p>
<p>FRS 102 s33.9 Sch 1 (72)</p>	<p>If an entity has related party transactions, it shall disclose the nature of the related party relationship as well as information about the transactions, outstanding balances and commitments necessary for an understanding of the potential effect of the relationship on the financial statements. Those disclosure requirements are in addition to the requirements in paragraph 33.7 to disclose key management personnel compensation. At a minimum, disclosures shall include:</p> <ul style="list-style-type: none"> (a) The amount of the transactions. (b) The amount of outstanding balances and commitments, and: <ul style="list-style-type: none"> (i) their terms and conditions, including whether they are secured, and the nature of the consideration to be provided in settlement; and (ii) details of any guarantees given or received. (c) Provisions for uncollectible receivables related to the amount of outstanding balances. (d) The expense recognised during the period in respect of bad or doubtful debts due from related parties. <p>Such transactions could include purchases, sales, or transfers of goods or services, leases, guarantees and settlements by the entity on behalf of the related party or vice versa.</p> <p>Note: When, in accordance with paragraph 33.7A, an entity takes advantage of the exemption from disclosing key management personnel compensation it is not required, by this paragraph, to provide additional disclosure about directors' share-based payment arrangements.</p>
<p>FRS 102 s33.10</p>	<p>These disclosures shall be shown separately for each of the following categories:</p> <ul style="list-style-type: none"> (a) entities with control, joint control or significant influence over the entity; (b) entities over which the entity has control, joint control or significant influence; (c) key management personnel of the entity or its parent (in the aggregate); (d) entities that provide key management personnel services to the entity; and (e) other related parties.
<p>FRS 102 s33.1A Sch 6 (22)</p>	<p>Disclosures required by paragraph 33.9 above are not required for transactions between wholly owned members of the group.</p>

[Continued on next page]

FRS 102 Layout Limited

Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

34 Related party disclosures

There is no ultimate controlling party of FRS 102 Layout Limited.

Sales of £xxx (2024 - £xxx) were made during the year by FRS 102 (Leisurewear) Limited to Wynn Clarke Sports Limited. A major shareholder of Wynn Clarke Sports Limited is also a director of FRS 102 Layout Limited. All transactions were conducted on an arm's length basis on normal trading terms. At 31 December 2025, £xxx (2024 - £xxx) was owed to FRS 102 (Leisurewear) Limited.

Also, sales of £xxx (2024 - £xxx) were made on normal trading terms to subsidiaries of Miller Models Inc, an American listed company in which a director has a controlling interest. As at 31 December 2025, £xxx (2024 - £xxx) was owed by these companies.

Joint venture and associated companies

The following transactions took place between the group and its joint venture and associated companies during the year:

	2025 £'000	2024 £'000
Net short-term loan movements advances/(repayments)		
Net sales and purchases of goods and services		
Management fees received		
Dividends received		
	=====	=====

The following receivable balances relating to joint ventures were included in the consolidated balance sheet:

	2025 £'000	2024 £'000
Short-term loans		
Trading balances		
Management fees		
	=====	=====

The directors received dividends in aggregate on the same terms as the other shareholders, of £xxx (2024 - £xxx).

The company debtor due from joint ventures and associated undertakings of £xxx (2024 - £xxx) (note 19) represents a trading balance.

Key management personnel include all directors and a number of senior managers across the group who together have authority and responsibility for planning, directing and controlling the activities of the group. The total compensation paid to key management personnel for services provided to the group was £xxx (2024 - £xxx).

FRS 102 Layout Limited Guidance Notes

SOURCE	COMMENTS
Related parties (<i>continued</i>)	
FRS 102 s33.13	An entity shall not state that related party transactions were made on terms equivalent to those that prevail in arm's length transactions unless such terms can be substantiated.
FRS 102 s33.14	An entity may disclose items of a similar nature in the aggregate except when separate disclosure is necessary for an understanding of the effects of related party transactions on the financial statements of the entity.
Capital commitments	
Sch 1 (63)(2)	Particulars and the total amount of any financial commitments, guarantees and contingencies that are not included in the balance sheet must be disclosed.
s410A	If in any financial year a company is or has been party to arrangements that are not reflected in its balance sheet, and at the balance sheet date the risks or benefits arising from those arrangements are material, the note must state the nature and business purpose of the arrangements, and the financial impact of these on the company/group.
FRS 102 s17.32(b)	The entity shall disclose the amount of contractual commitments for the acquisition of property, plant and equipment.
FRS 102 s16.10(d)	An entity shall disclose any contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancements for all investment property accounted for at fair value through profit or loss.
Events after the end of the reporting period	
FRS 102 s32.10	An entity shall disclose the following for each category of non-adjusting event after the end of the reporting period: (a) the nature of the event; and (b) an estimate of its financial effect or a statement that such an estimate cannot be made.
Sch 1 (72A)	The nature and financial effect of material events arising after the balance sheet date which are not reflected in the profit and loss account or balance sheet must be stated.
Net debt reconciliation	
FRS 102 s7.22	An entity shall disclose an analysis of changes in net debt from the beginning to the end of the reporting period showing changes resulting from: (a) the cash flows of the entity; (b) the acquisition and disposal of subsidiaries; (c) new leases entered into; (d) other non-cash changes; and (e) the recognition of changes in market value and exchange rate movements. When several balances (or parts thereof) from the statement of financial position have been combined to form the components of opening and closing net debt, sufficient detail shall be shown to enable users to identify these balances. This analysis need not be presented for prior periods. <i>Definition: Net debt consists of the borrowings of an entity, together with any related derivatives and obligations under leases, less any cash and cash equivalents.</i>
FRS 102 s7.21	An entity shall disclose, together with a commentary by management, the amount of significant cash and cash equivalents held by the entity that are not available for use by the entity. Reasons might include foreign exchange controls or legal restrictions.

FRS 102 Layout Limited

Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

35 Capital commitments

	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Contracted but not provided for - inventory				

36 Net debt reconciliation

	1 January 2025 £'000	Cash flows £'000	Acquisition & disposal of subsidiaries £'000	New leases £'000	Other non-cash changes £'000	31 December 2025 £'000
Cash at bank and in hand						
Bank overdrafts						
Lease liabilities						
Bank loans						
Convertible loan						
Preference shares						
Interest rate swap						
Net debt						

Cash flows on lease liabilities include an amount of £xxx for the repayment of the principal and an amount of £xxx for interest payable which is included within operating cash flows.

Other non-cash movements relate to:

- Foreign exchange losses on cash at bank and in hand of £xxx
- Lease liabilities:
 - on adoption of the FRS 102 amendments a lease liability of £xxx was recognised as at 1 January 2025
 - there was a lease modification of £xxx during the year
 - interest of £xxx was accrued during the year
- Bank loans - as at 31 December 2025 debt issue costs totalling £xxx had been paid and amortised to profit or loss
- Convertible loan - this represents the conversion of the loan into share capital – see note 27
- Interest rate swap - this represents the movement in the fair value of the derivative – see note 23

There are no restrictions over the use of the cash and cash equivalents balances which comprises cash at bank and in hand, and bank overdrafts.

37 Post balance sheet events

On 20 January 2026, the group signed heads of agreement with a property developer to sell the group's head office for £xxx. This building is included within land and buildings within tangible fixed assets at a net book value of £xxx at 31 December 2025.

FRS 102 Layout Limited Guidance Notes

SOURCE

COMMENTS

Transition disclosures - Leases

FRS 102 s1.44 In the reporting period in which an entity first applies the revised Section 20, the entity is not required to disclose the information required by paragraphs 10.13(b) to (d) [**see below**] in relation to Section 20 only. The entity shall disclose:

- (a) for the current period, to the extent practicable, the amount of the adjustment to profit or loss for the effect of applying the revised Section 20, or
- (b) an explanation if it is impracticable to determine the amount to be disclosed in accordance with (a) above.

FRS 102 s10.13 When an amendment to an FRS has an effect on the current period or any prior period, or might have an effect on future periods, an entity shall disclose the following:

- (a) the nature of the change in accounting policy
- (b) for the current period and each prior period presented, to the extent practicable, the amount of the adjustment for each financial statement line item affected *
- (c) the amount of the adjustment relating to periods before those presented, to the extent practicable, and *
- (d) an explanation if it is impracticable to determine the amounts to be disclosed in (b) or (c) above. *

Financial statements of subsequent periods need not repeat these disclosures.

* NOTE – in accordance with FRS 102 s1.44 an entity is not required to disclose this information as a result of applying the FRS 102 amendments for the first time.

FRS 102 s1.45 *Leases: definition of a lease*

As a practical expedient, an entity is not required to reassess whether a contract is, or contains, a lease at the date of initial application. Instead, the entity is permitted to apply the requirements of the revised Section 20 to contracts that were previously identified as containing a lease, and not to apply the requirements of the revised Section 20 to contracts that were not previously identified as containing a lease. If an entity chooses this practical expedient, it shall disclose that fact and shall apply the practical expedient to all of its contracts

FRS 102 s1.48 *Leases: Lessees*

As a practical expedient, as an alternative to applying paragraphs 1.51 to 1.54, a lessee may recognise at the date of initial application, the carrying amounts as at that date of its lease liabilities and right-of-use assets calculated under IFRS 16 *Leases* for the purposes of including the entity in consolidated financial statements prepared in accordance with IFRS Accounting Standards. If an entity chooses this practical expedient, it shall disclose that fact and shall apply the practical expedient to all of its leases.

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Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

38 Effect of changes in accounting policies

The Group has chosen to early adopt the FRS 102 Periodic Review 2024 amendments (“FRS 102 amendments”) during the year. The date of initial application is 1 January 2025. The application of the amendments has resulted in changes to accounting policies for leases and revenue:

- Leases – in accordance with the FRS 102 amendments, the Group must apply the modified retrospective approach to leases.
- Revenue - the Group has chosen to apply the modified retrospective approach to revenue.

Under the modified retrospective approach, the Group has not restated comparatives on adoption of the FRS 102 amendments for revenue and leases and therefore the revised requirements are not reflected in the prior year financial statements. Rather, the adjustments arising from the FRS 102 amendments are recognised in the opening balances as at 1 January 2025. The net cumulative effect of the change in the revenue recognition policy has been recognised as an increase of £xxx to the opening balance of retained earnings as at 1 January 2025. There was no cumulative effect on retained earnings for the group as at 1 January 2025 for the change in the leases policy.

Details of the impact of the FRS 102 amendments are given below. The new accounting policies are disclosed in note 1.

Section 20 - Leases

The revised Section 20 *leases* provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, together with options to exclude leases where the lease term is 12 months or less, or where the underlying asset is of low value. The revised standard substantially carries forward the lessor accounting in the old standard, with the distinction between operating leases and finance leases being retained for lessors only. The Group does not have significant leasing activities as a lessor.

On the date of initial application the Group recognised right-of-use assets and lease liabilities as follows:

Classification under the old Section 20	Classification under the revised Section 20	
	Right-of-use assets	Lease liabilities
Operating leases	Measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments which were recognised in the statement of financial position as at 31 December 2024.	Measured at the present value of the remaining lease payments, discounted using either the Group’s incremental borrowing rate or the obtainable borrowing rate as at 1 January 2025. The group’s incremental borrowing rate is the rate of interest the group would have to pay to borrow from an independent creditor over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.
Finance leases	Measured based on the carrying values for the lease assets and liabilities immediately before the date of initial application (i.e. carrying values brought forward, unadjusted).	

FRS 102 Layout Limited Guidance Notes

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COMMENTS

Transition disclosures - Leases

FRS 102 s1.50 A lessee shall provide a description of the transitional provisions it has applied

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Notes forming part of the financial statements
for the year ended 31 December 2025 (*continued*)

38 Effect of changes in accounting policies (*continued*)

Section 20 – Leases (*continued*)

Practical Expedients used

The Group elected to apply the practical expedient to not reassess whether a contract is or contains a lease at the date of initial application. Contracts entered into before the transition date that were not identified as leases under the old Section 20 were not reassessed. The definition of a lease under the revised Section 20 has been applied only to contracts entered into or changed on or after 1 January 2025.

The revised standard provides for certain optional practical expedients on lease-by-lease basis, including those related to the initial adoption of the FRS 102 amendments. The Group applied the following practical expedients when applying the FRS 102 amendments to leases previously classified as operating leases under the old Section 20:

- applied a single discount rate to a portfolio of leases with reasonably similar characteristics
- relied on previous assessments on whether leases were onerous under Section 21 *Provisions and Contingencies* as opposed to preparing an impairment review under Section 27 *Impairment of Assets* as at the date of initial application
- chose not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term remaining as of the date of initial application
- used hindsight in assessing whether an extension or termination option is likely to be exercised when determining the lease term

Impact on current year profit or loss

The impact in the current year for the effect of applying the revised Section 20 is a reduction in profit for the year of £xxx. This comprises of:

- an additional interest charge on leases liabilities of £xxx and an additional depreciation charge on the right-of-use asset of £xxx as a result of accounting for leases under the new model, versus
- an operating lease expense of £xxx if the leases were accounted for under the old model as operating leases

FRS 102 Layout Limited Guidance Notes

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COMMENTS

Transition disclosures – Revenue (where an entity applies the modified retrospective approach)

FRS 102 s1.63 If an entity applies the revised Section 23 retrospectively in accordance with paragraph 1.61(a), in the reporting period in which an entity first applies that section it is not required to disclose the information required by paragraphs 10.13(b) to (d) **[see below]** in relation to Section 23 only. The entity shall disclose:

- (a) for the current period, to the extent practicable, the amount of the adjustment to revenue and to profit or loss for the effect of applying the revised Section 23 and an explanation of the reasons for significant changes, or
- (b) an explanation if it is impracticable to determine the amount to be disclosed in accordance with (a) above.

FRS 102 s10.13 When an amendment to an FRS has an effect on the current period or any prior period, or might have an effect on future periods, an entity shall disclose the following:

- (a) the nature of the change in accounting policy
- (b) for the current period and each prior period presented, to the extent practicable, the amount of the adjustment for each financial statement line item affected *
- (c) the amount of the adjustment relating to periods before those presented, to the extent practicable, and *
- (d) an explanation if it is impracticable to determine the amounts to be disclosed in (b) or (c) above. *

Financial statements of subsequent periods need not repeat these disclosures.

* NOTE – in accordance with FRS 102 s1.63, where an entity chooses to apply the modified retrospective approach, they are not required to disclose the information in paragraphs 10.13 (b) to (d) above in relation to the adjustments to revenue as a result of applying the FRS 102 amendments for the first time.

FRS 102 s1.66 For any of the practical expedients in paragraph 1.65 that an entity uses, the entity shall apply that expedient consistently to all contracts and periods presented. If an entity applies any of the expedients in paragraph 1.65, it shall disclose that fact.

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Notes forming part of the financial statements for the year ended 31 December 2025 (*continued*)

38 Effect of changes in accounting policies (*continued*)

Section 23 – Revenue

The revised Section 23 has introduced a new five-step model for revenue recognition. The amount of the adjustment to revenue and to profit or loss in the year to 31 December 2025 for the effect of applying the revised Section 23 is as follows:

- Impact on revenue – decrease of £xxx
- Impact on profit or loss – decrease of £xxx

The reasons for the significant changes are:

1. The group has a number of consultancy contracts which consist of a series of components. Previously it was not considered necessary to separately identify these components to reflect the substance of the transactions. Therefore, the revenue recognition criteria under the previous Section 23 *Revenue* were applied to each contract as a single transaction. In accordance with the revised Section 23 *Revenue*, the Group has identified that there are a number of distinct performance obligations and revenue has been recognised as the Group satisfies each performance obligation over time. The effect of applying the revised Section 23 for the year ended 31 December 2025 is that turnover has decreased by £xxx.
2. The Group has a number of contracts in which customers are given volume rebates based on quantities purchased over an extended period of time. The Group now applies the variable consideration guidance in Section 23 and recognises revenue for the variable elements at the amount expected to be collected using either the expected amount or most likely value method (whichever is appropriate) consistently throughout each contract. The estimate of variable consideration is only included within the transaction price where it is considered highly probable that the group will be entitled to the cumulative amount of revenue once the rebate period has ended. The effect of applying the revised Section 23 for the year ended 31 December 2025 is that turnover has decreased by £xxx.
3. The impact on taxation as a result of applying the revised Section 23 for the year ended 31 December 2025 is that the tax charge has decreased by £xxx.

In addition, there are a number of contracts which provide customers with a right to return. Previously, the group adjusted both revenue for the expected value of returns and cost of sales for the value of corresponding goods expected to be returned. The liability for returns was measured at the margin on the sale of the products expected to be returned. In accordance with the FRS 102 amendments, the refund liability is now presented gross within other creditors as the consideration expected to be refunded with a separate refund asset recognised within stock representing the cost of the stock expected to be returned. This change in presentation had no impact on profit for the year.

Practical Expedients used

The Group applied the following practical expedients when applying the FRS 102 amendments to revenue from contracts with customers:

- For completed contracts that have variable consideration, the transaction price at the date the contract was completed has been used rather than estimating variable consideration amounts in making the adjustment to the opening balance of retained earnings at the date of initial application.
- When identifying satisfied and unsatisfied performance obligations, determining the transaction price and allocating the transaction price to performance obligations, the Group has considered only the aggregate effect of all contract modifications made before 1 January 2025.

The following pages provide guidance on the reduced disclosures for qualifying entities in accordance with FRS 102 s1.8 to s1.12.

APPENDIX 1 - REDUCED DISCLOSURES FOR QUALIFYING ENTITIES

1. Who can take these exemptions?

FRS 102 paragraphs 1.8 to 1.12 set out the basis for reduced disclosures for qualifying entities.

In accordance with FRS 102 paragraph 1.8, a qualifying entity, **which is not** a financial institution, may take advantage in its individual financial statements of the disclosure exemptions set out in paragraph 1.12 (see below).

A qualifying entity **which is** a financial institution may take advantage in its individual financial statements of the disclosure exemptions set out in paragraph 1.12, except for the disclosure exemptions from Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instruments Issues*.

If a qualifying entity is required to prepare consolidated financial statements or voluntarily chooses to do so, then they may not take advantage of the disclosure exemptions set out in paragraph 1.12 in its consolidated financial statements.

Definition of qualifying entity for the purposes of FRS 102

A member of a group where the parent of that group prepares publicly available consolidated financial statements which are intended to give a true and fair view (of the assets, liabilities, financial position and profit or loss) and that member is included in the consolidation.

2. Are there any requirements to be able to take the exemptions?

A qualifying entity may take advantage of the disclosure exemptions in paragraph 1.12, provided that:

- It otherwise applies the recognition, measurement and disclosure requirements of FRS 102.
- It discloses in the notes to its financial statements:
 - a brief narrative summary of the disclosure exemptions adopted; and
 - the name of the parent of the group in whose consolidated financial statements its financial statements are consolidated, and from where those financial statements may be obtained.

Some exemptions are dependent upon equivalent disclosures being made in the consolidated financial statements – see section 3 below.

3. What are the disclosure exemptions?

Please note that this is subject to the overriding requirement for the financial statements to give a true and fair view of the assets, liabilities, financial position and financial performance of an entity. In accordance with paragraph 3.2, additional disclosures may be necessary when compliance with the specific requirements of FRS 102 is insufficient to enable users to understand the effect of particular transactions, other events and conditions on the entity's financial position and performance.

- The requirements of Section 7 *Statement of Cash Flows* and paragraph 3.17(d).

This is an exemption from the requirement to include a statement of cash flows in the financial statements. It is not dependent on equivalent disclosures being made in the consolidated financial statements **except for disclosures for supplier finance arrangements under paragraph 7.20C. A disclosure exemption is available for a qualifying entity provided that disclosures equivalent to those required by paragraph 7.20C are included in the consolidated financial statements of the group in which the entity is included.**

- The requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26 (in relation to those cross-referenced paragraphs within 12.26 from which a disclosure exemption is available), 12.27, 12.29(a), 12.29(b), 12.29A and 12.30 provided that disclosures equivalent to those required by this FRS are included in the consolidated financial statements in which the qualifying entity is included.

APPENDIX 1 - REDUCED DISCLOSURES FOR QUALIFYING ENTITIES (*CONTINUED*)

3. What are the disclosure exemptions? (*continued*)

Please note that whilst this is an exemption from a significant number of the disclosure requirements for financial instruments within sections 11 and 12 it is not a complete exemption and certain disclosures will still need to be made if relevant. This exemption is not available if the entity is a financial institution and it is dependent on equivalent disclosures being made in the consolidated financial statements.

It must also be noted that certain of these disclosures may still be required by Companies Act such as details of debt payable after more than 5 years.

- The requirements of paragraphs 20.80(f) and 20.116

This is an exemption from the requirement to disclose the total cash outflow for leases (as a lessee) and certain income statement disclosures for lessors.

- The requirements of paragraphs 23.131, 23.132, 23.133(a), 23.135(a) to 23.135(c), 23.136, 23.137 and 23.139.

This is an exemption from the majority of Section 23 *Revenue* disclosures:

- Disaggregation of revenue (s23.131 and 132);
 - Disclosure of revenue recognised from contracts with customers (s23.133(a))
 - Details on performance obligations BUT information is still required on obligations for returns and refunds and types of warranties (s23.135 (a) to (c));
 - Details on the method used to recognise revenue where an entity satisfies performance obligations over time (s23.136);
 - Details on the timing of the satisfaction of performance obligations (s23.137); and
 - Statements that the practical expedients for significant financing components and incremental costs of obtaining a contract have been taken if relevant (s23.139).
- The requirements of paragraphs 26.18(b), 26.19 to 26.21 and 26.23, provided that for a qualifying entity that is:
 - a subsidiary, the share-based payment arrangement concerns equity instruments of another group entity;
 - an ultimate parent, the share-based payment arrangement concerns its own equity instruments and its separate financial statements are presented alongside the consolidated financial statements of the group;

and, in both cases, provided that disclosures equivalent to those required by this FRS are included in the consolidated financial statements in which the qualifying entity is included.

These exemptions relate to the majority of disclosures for share-based payments. However, a qualifying entity taking advantage of these exemptions will still have to disclose:

- a description of each type of share-based payment arrangement that existed at any time during the period, including the general terms and conditions of each arrangement, such as vesting requirements, the maximum term of options granted, and the method of settlement (e.g. whether in cash or equity). An entity with substantially similar types of share-based payment arrangements may aggregate this information (s26.18(a)); and
- if the entity is part of a group share-based payment plan, and it recognises and measures its share-based payment expense on the basis of a reasonable allocation of the expense recognised for the group, that fact and the basis for the allocation (s26.22).

This exemption is dependent on equivalent disclosures being made in the consolidated financial statements.

- The requirements of paragraph 33.7

This is an exemption from the disclosure of key management personnel compensation. It is not dependent on equivalent disclosures being made in the consolidated financial statements.

APPENDIX 1 - REDUCED DISCLOSURES FOR QUALIFYING ENTITIES (*CONTINUED*)

3. What are the disclosure exemptions? (*continued*)

- The requirements of paragraph 24(b) of IFRS 6 to disclose the operating and investing cash flows arising from the exploration for and evaluation of mineral resources (when an entity applies IFRS 6 in accordance with paragraph 34.11).

This only removes the requirement to disclose the operating and investing cash flows. There is still a requirement to disclose the amounts of assets, liabilities, income and expense arising from the exploration for and evaluation of mineral resources in accordance with paragraph 24(b) of IFRS 6.

- The requirements of paragraphs 29.28(b) and 29.29

This is an exemption from certain disclosures in relation to Pillar Two model rules where an entity is, or expects to be, within the scope of the Pillar Two legislation. The exemption is dependent on equivalent disclosures being made in the consolidated financial statements. It is not an exemption from all Pillar Two model rules disclosures. Qualifying entities are still required to provide disclosures in accordance with paragraphs 29.26(g) and 29.28(a) if Pillar Two model rules are applicable.

4. Equivalent disclosures

Reference shall be made to the Application Guidance to FRS 100 (Application of Financial Reporting Requirements - as issued by the Financial Reporting Council in November 2022) (AG5-6 and AG24-26) in deciding whether the consolidated financial statements in which the qualifying entity is included provide disclosures that are equivalent to the requirements of this FRS (i.e. the full requirements of this FRS when not applying the disclosure exemptions) from which relief is provided in paragraph 1.12

The following Generally Accepted Accounting Principles (GAAP) have been recognised by the UK government as being equivalent to UK-adopted International Accounting Standards, including those GAAPs that the European Commission previously recognised as being equivalent to EU-adopted IFRS:

- Japan GAAP
- US GAAP
- People's Republic of China GAAP
- Canadian GAAP
- Republic of Korea GAAP
- IFRS as adopted by the EU
- IFRS as issued by IASB

The UK has not formally recognised the equivalence of any other country's accounting standards, including the national accounting standards of EEA states or the International Financial Reporting Standard for Small and Medium-sized Entities (IFRS for SMEs Accounting Standard), to UK-adopted international accounting standards.

For other third countries it will be necessary to refer to the Application Guidance in FRS 100. This will require an analysis of the consolidated financial statements to determine whether they are drawn up in a manner equivalent to consolidated financial statements that are drawn up in accordance with the requirements of Part 15 of the Companies Act 2006. The preparer will need to apply judgement in assessing the underlying accounting framework. A qualitative approach should be taken to consider whether the principles provide overall consistency with Part 15 of the Companies Act 2006 rather than strict conformity with each and every provision.

Where equivalent disclosures are required, disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements, even where the disclosures are made in aggregate or in an abbreviated form, or in relation to intra-group balances, where those intra-group balances have been eliminated on consolidation. If, however, no disclosure is made in the consolidated financial statements on the grounds of materiality, the relevant disclosures should be made at the subsidiary level if material in those financial statements.

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