

Company registration number: 3190519

BIOSCIENTIFICA LIMITED

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**



BIOSCIENTIFICA LIMITED

Financial Statements for the year ended 31 December 2022

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BIOSCIENTIFICA LIMITED

Financial Statements for the year ended 31 December 2022

Officers and Professional Advisers

Directors:

Professor R Andrew

I Bannerman

Professor A J L Clark

D A Fletcher

Professor M Gurnell

D Mills (Finance Director)

I S Russell (Managing Director)

K E Sargent

Professor AJ Van Der Lelij

V C Williams

Resigned 31/12/22

Resigned 11/12/22

Company Secretary:

D Mills (Finance Director)

Company Number:

03190519

Registered Office:

Starling House

1600 Bristol Parkway North

Bristol

BS34 8YU

Auditor:

Haysmacintyre LLP

Chartered Accountants

10 Queen Street Place

London

EC4R 1AG

BIOSCIENTIFICA LIMITED

The Directors' Report

For the year ended 31 December 2022

The directors have pleasure in presenting their report and the financial statements of the Company for the year ended 31 December 2022.

Principal activities and business review

Bioscientifica Limited was set up in 1996 with the purpose of generating funds for its parent Company, the Society for Endocrinology, through services supplied to organisations operating within biomedicine and the biological sciences. Its main activity areas are the publishing of scholarly journals, event organisation and provision of secretariat services. The main client and customer groups are international universities and research institutions, other scientific and medical societies and the pharmaceutical industry.

2022 represented the first year of normal trading following the two previous COVID-19 pandemic affected years. Going into 2022, there was uncertainty regarding the speed with which activity in the principal business streams of the company would recover from the pandemic, and the extent of any longer-lasting changes in key customer behaviours. Profit expectations for 2022 were lowered by approximately 20% compared to 2021 in anticipation of a cautious return of delegates to physical events, academic library budgets being further reduced, and budgets for planned client development activities being revised following the pandemic. Journal-related income was, as expected, relatively consistent across 2021 and 2022, the first subscription rate increase for two years offsetting the attrition due to lapsed subscriptions. Regrettably, the contract for one of the journals published by Bioscientifica, on behalf of the European Society of Endocrinology, was placed with an alternative publisher with effect from January 2023. Event management income reflected a shift from online access to managed events during 2021, to a combination of physical and online access in 2022, although total revenues remained similar. Membership services income remained in line with the previous year, with little service development expansion from the main clients. During 2022, one of Bioscientifica's main association services clients made the decision to use an alternative supplier with effect from January 2023. Although there was pressure to resume pre-pandemic levels of spend on marketing, sales and travel expenditure during 2022, Bioscientifica again focused on effective cost control, with an emphasis on the elimination of discretionary spend, to contain the impact of the reduced income on overall profitability to acceptable levels. The publishing activities of the business continued to perform as strongly as possible in the circumstances, and although Open Access activity and revenue levels were a little disappointing, several new publishing contracts were implemented, and new journals progressed, during 2022. It has been necessary to make provision in the 2022 results for bad debt of £330,000, in respect of monies not recovered from a publishing distribution agent.

Subscription-based academic publishing continues to operate in a difficult, and changing, trading environment, with a gravitational pull towards free journal access based upon author publication charges. The company has done well to protect existing revenue streams, by maintaining the quality of its publications, whilst continuing to develop alternative journal business-models. Notwithstanding another year of satisfactory trading, the company recognises the need not only to build on established products and markets, but also to diversify into new areas of business adjacent to current activities.

The Directors have considered the longer-term, structural impact on trading of the COVID-19 pandemic, and have prepared budgets for 2023, and beyond, which reflect reasonable expectations regarding likely future trading patterns. Based upon future budget models, the Directors do not consider that there is any significant doubt about the ability of the company to continue as a going concern in the short or longer term.

Directors and their interests

The directors at 31 December 2022 and who served during the year are shown on page 2.

No director held any shares in the Company.

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The Directors' Report (Continued)

For the year ended 31 December 2022

Directors' responsibilities

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

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

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.

In so far as the directors are aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Small Company provisions

This report has been prepared in accordance with the special provisions for small companies under Section 485 of the Companies Act 2006.

Results and dividends

The profit on ordinary activities was £587k, and gift aid payments totalling £587k were paid to the parent charity within the financial year. The total retained profits as at 31 December 2022 were £49k.

The directors do not recommend the payment of a dividend.

Approved by the Board of Directors on 24th April 2023 and signed on their behalf by:



I S RUSSELL
Managing Director

BIOSCIENTIFICA LIMITED

Independent auditor's report to the members of Bioscientifica Limited

Opinion

We have audited the financial statements of Bioscientifica Limited for the year ended 31 December 2022 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law, and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to company law applicable in England and Wales, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting inappropriate journal entries to revenue and management bias in accounting estimates. Audit procedures performed by the engagement team included:

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- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing journals, in particular journal entries posted on non-working days, postings by unusual users or with unusual descriptions; and
- Challenging assumptions and judgements made by management in their critical accounting estimates.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Vikram Sandhu (Senior Statutory Auditor)
For and on behalf of Haysmacintyre LLP, Statutory Auditors
Date: 5 May 2023

10 Queen Street Place
London
EC4AR 1AG

BIOSCIENTIFICA LIMITED**Profit and Loss Account for the year ended 31 December 2022**

	Year to 31 December 2022 £000	Year to 31 December 2021 £000
Turnover	5,192	5,136
Cost of sales	3,104	2,808
Gross profit	2,088	2,328
Administrative expenses	1,533	1,105
Operating profit	555	1,223
Interest receivable and similar income	32	26
Profit on ordinary activities	587	1,249

All of the activities of the Company are classed as continuing.

The Company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 10 to 12 form part of these financial statements.

BIOSCIENTIFICA LIMITED**Balance sheet at 31 December 2022**

		As at 31 December 2022 £000	As at 31 December 2021 £000
	Note		
Current assets			
Debtors	2	1,269	1,407
Cash at bank and in hand	3	1,276	1,060
		<u>2,545</u>	<u>2,467</u>
Creditors: Amounts falling due within one year	4	<u>2,495</u>	<u>2,417</u>
Net current assets		<u>50</u>	<u>50</u>
Net assets		<u>50</u>	<u>50</u>
Capital and reserves			
Called up share capital		1	1
Profit and loss account		49	49
		<u>50</u>	<u>50</u>
Equity shareholders' funds		<u>50</u>	<u>50</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and FRS102 Section 1A – small entities.

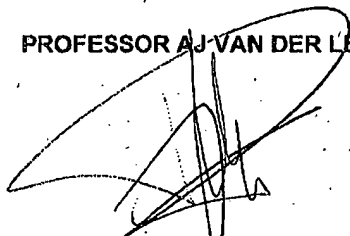
These financial statements were approved by the directors and authorised for issue on 28th April 2023, and are signed on their behalf by:

I RUSSELL



Directors

PROFESSOR AJ VAN DER LELIJ



Company registration number: 03190519

The notes on pages 10 to 13 form part of these financial statements.

BIOSCIENTIFICA LIMITED**Statement of changes in equity**

	Called up Share Capital £000	Profit and loss account £000	Total £000
Balance as at 1 January 2021	1	49	50
Profit for the year	-	1,249	1,249
Payment to parent charity under Gift Aid Scheme	-	(1,249)	(1,249)
As at 31 December 2021	1	49	50

	Called up Share Capital £000	Profit and loss account £000	Total £000
Balance as at 1 January 2022	1	49	50
Profit for the year	-	587	587
Payment to parent charity under Gift Aid Scheme	-	(587)	(587)
As at 31 December 2022	1	49	50

BIOSCIENTIFICA LIMITED

1. Accounting policies

Basis of accounting

a) Basis of preparation of financial statements

Bioscientifica Limited is a private company, limited by shares, registered in England and Wales. The registered office is Starling House, 1600 Bristol Parkway North, Bristol, BS34 8YU.

The financial statements have been prepared under the historical cost convention in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland, and the Companies Act 2006.

- b) In assessing the Company's ability to continue as a going concern, the Directors have considered the company's liquidity position and reviewed cash flow forecasts for the foreseeable future. In addition to its cash reserves, it has no external debt or security.

Directors are confident that the Company can pay its debts as they fall due and are comfortable that the going concern basis is appropriate when preparing these accounts.

- c) The client accounts held separately in debtors and creditors represent separate funds in respect of clients for whom the Company collects monies as an agent.
- d) The turnover shown in the profit and loss account is accounted for on an accruals basis, exclusive of Value Added Tax. Turnover is accrued if not received during the year and deferred if received in advance.
- e) All fixed assets are initially recorded at cost.

Depreciation is provided on all tangible assets other than freehold land to write off the cost, less estimated residual value of each asset over its expected useful life.

The estimated useful lives are as follows:

Development Costs: 5 years

- f) Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.
- g) Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.
- h) Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.
- i) Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.
- j) **Judgements in applying accounting policies and key sources of estimation uncertainty**
In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities

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that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period; or in the period of the revision and future periods where the revision affects both current and future periods.

The Directors do not consider there to be any key areas of judgements estimation in the application of the Company's accounting policies.

k) Staff costs

Staff costs are recharged from the parent Company. There were no employees during the period.

No director received any emoluments during the period.

2. Debtors

	At 31 December 2022 £000	At 31 December 2021 £000
Trade debtors	720	306
Other debtors	247	740
Amounts due from parent undertaking	-	11
Derivative financial instruments	-	6
Prepayments and accrued income	302	344
	<u>1,269</u>	<u>1,407</u>

3. Cash at bank and in hand

	At 31 December 2022 £000	At 31 December 2021 £000
Bank current accounts	567	547
Monies held on deposit	706	511
Petty cash	3	2
	<u>1,276</u>	<u>1,060</u>

As a significant proportion of journal-related income is paid in advance by way of annual subscriptions from academic institutions, balances at the bank include funds to cover related expenditure over the next financial year. Balances at the bank also include surplus funds generated by events managed on behalf of clients, which will be repaid to the clients in line with contractual agreements.

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4. Creditors - amounts falling due within one year

	At 31 December 2022 £000	At 31 December 2021 £000
Client accounts	280	114
Trade creditors	66	92
Amounts owed to parent undertaking	9	-
Other creditors	806	891
Accruals and deferred income	1,334	1,320
	2,495	2,417

5. Related party transactions

The Company has taken advantage of the exemptions from disclosing transactions with related companies under the provisions of Section 33 of Financial Reporting Standard 102.

There were no other related party transactions in 2022 or 2021.

6. Ultimate parent company

The ultimate parent company is the Society for Endocrinology, a Company incorporated in England and Wales.

The following page does not form part of the statutory financial statements which are the subject of the independent auditors' report on pages 5-7.