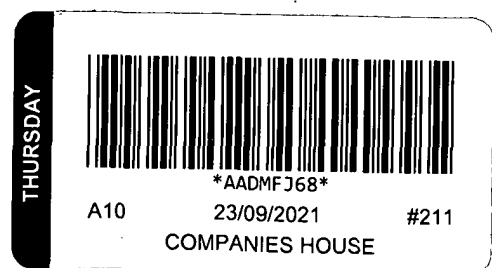


CliniSys Scotland Limited
Financial statements
31 December 2020



CliniSys Scotland Limited

Financial statements

Year ended 31 December 2020

Contents	Page
Officers and professional advisers	1
Strategic report	2
Directors' report	3
Independent auditor's report to the members	5
Statement of income and retained earnings	9
Statement of financial position	10
Notes to the financial statements	11

CliniSys Scotland Limited

Officers and professional advisers

The board of directors

J P Conley
J Stipancich
R C Crisci
M Simpson

Registered office

Studio 6.1
Onyx Studios
215 Bothwell Street
Glasgow
G2 7EZ

Auditor

Lovewell Blake LLP
Chartered accountants & statutory auditor
Bankside 300
Peachman Way
Broadland Business Park
Norwich
NR7 0LB

CliniSys Scotland Limited

Strategic report

Year ended 31 December 2020

The directors present their strategic report together with the audited financial statements for the year ended 31 December 2020.

Principal activity

The principal activity of the company in the year under review was that of the development and sale of computer systems for clinical pathology laboratories and providing maintenance services to installed systems.

Review of the business and future developments

The statement of income and retained earnings set out on page 9 shows turnover and operating profit for the financial year of £4.4m (2019 - £4.5m) and £2.0m (2019 - £1.9m) respectively.

The company's turnover is principally derived from recharges to other companies within the CliniSys group of companies. The company has a very small dependency upon signing new business.

Consequently, the directors remain confident that the business will remain profitable for the foreseeable future.

The company's principal key performance indicators are turnover and profit. While turnover has decreased slightly during the year, profit has increased due to the composition of turnover.

Financial risk is managed by and reported on by Roper Technologies Inc., the company's ultimate holding company.

No change in the nature of the company's business is expected in the foreseeable future.

The company is a limited liability company and is incorporated in Scotland.

Principal risks and uncertainties

The principal risks and uncertainties of CliniSys Scotland Limited are integrated with the principal risks of the relevant global business units of Roper Industries Inc. and are not managed separately. Accordingly, the principal risks and uncertainties of Roper Industries Inc. are discussed in their 2020 Annual Report which is available from www.ropertech.com.

In common with every other country and business throughout the world, the company is experiencing the impact of the global COVID-19 pandemic. The management is continuing to take the necessary measures to guide the company through the crisis.

This report was approved by the board of directors on 17 Sept 2021 and signed on behalf of the board by:



M Simpson
Director

Registered office:
Studio 6.1
Onyx Studios
215 Bothwell Street
Glasgow
G2 7EZ

CliniSys Scotland Limited

Directors' report

Year ended 31 December 2020

The directors present their report and the financial statements of the company for the year ended 31 December 2020.

Directors

The directors who served the company during the year were as follows:

J P Conley
J Stipancich
R C Crisci
M Simpson

Dividends

The directors do not recommend the payment of a dividend.

Directors' and officers' liability insurance

The company maintains liability insurance for its directors and officers through reputable insurance companies.

Disclosure of information in the strategic report

The company has taken advantage of the exemptions available in section 414C(11) of the Companies Act 2006 with regards to the disclosure of certain information in the directors' report. Such information is now included in the Strategic Report starting on page 2 which contains appropriate detailed information of the review of the business during the year and the principal risks and uncertainties affecting the company and its business.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, 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 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 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 judgments and accounting 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.

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.

CliniSys Scotland Limited

Directors' report *(continued)*

Year ended 31 December 2020

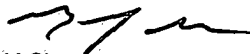
Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 17 Sep 2021 and signed on behalf of the board by:



M Simpson
Director

Registered office:
Studio 6.1
Onyx Studios
215 Bothwell Street
Glasgow
G2 7EZ

CliniSys Scotland Limited

Independent auditor's report to the members of CliniSys Scotland Limited

Year ended 31 December 2020

Opinion

We have audited the financial statements of CliniSys Scotland Limited (the 'company') for the year ended 31 December 2020 which comprise the statement of income and retained earnings, statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 directors' 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.

CliniSys Scotland Limited

Independent auditor's report to the members of CliniSys Scotland Limited (continued)

Year ended 31 December 2020

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 strategic report or 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

CliniSys Scotland Limited

Independent auditor's report to the members of CliniSys Scotland Limited (continued)

Year ended 31 December 2020

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:

- Enquiry of management and those charged with governance;
- Enquiry of entity staff compliance functions to identify any instances of non-compliance with laws and regulations;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias.

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.

CliniSys Scotland Limited

Independent auditor's report to the members of CliniSys Scotland Limited

(continued)

Year ended 31 December 2020

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.

Lovewell Blake LLP

Simon Watson FCCA (Senior Statutory Auditor)

For and on behalf of
Lovewell Blake LLP
Chartered accountants & statutory auditor
Bankside 300
Peachman Way
Broadland Business Park
Norwich
NR7 0LB

21 September 2021

CliniSys Scotland Limited

Statement of income and retained earnings

Year ended 31 December 2020

	Note	2020 £	2019 £
Turnover	4	4,377,115	4,452,155
Cost of sales		(909,649)	(1,246,975)
Gross profit		3,467,466	3,205,180
Administrative expenses		(1,425,765)	(1,335,323)
Operating profit	5	2,041,701	1,869,857
Profit before taxation		2,041,701	1,869,857
Tax on profit	9	(327,937)	(145,276)
Profit for the financial year and total comprehensive income		<u>1,713,764</u>	<u>1,724,581</u>
Retained earnings at the start of the year		16,091,060	14,366,479
Retained earnings at the end of the year		<u>17,804,824</u>	<u>16,091,060</u>

All the activities of the company are from continuing operations.

The notes on pages 11 to 17 form part of these financial statements.

CliniSys Scotland Limited

Statement of financial position

31 December 2020

	Note	2020 £	£	2019 £	£
Fixed assets					
Tangible assets	10		9,861		18,355
Current assets					
Debtors	11	23,944,336		21,806,009	
Cash at bank and in hand		<u>31,219</u>		<u>93,544</u>	
		23,975,555		21,899,553	
Creditors: Amounts falling due within one year	12	<u>(5,799,342)</u>		<u>(5,575,598)</u>	
Net current assets			<u>18,176,213</u>		<u>16,323,955</u>
Total assets less current liabilities			<u>18,186,074</u>		<u>16,342,310</u>
Provisions					
Other provisions	13		<u>(180,000)</u>		<u>(50,000)</u>
Net assets			<u>18,006,074</u>		<u>16,292,310</u>
Capital and reserves					
Called up share capital	16		201,250		201,250
Profit and loss account	17		<u>17,804,824</u>		<u>16,091,060</u>
Shareholders funds			<u>18,006,074</u>		<u>16,292,310</u>

These financial statements were approved by the board of directors and authorised for issue on 17 Sept 2021 and are signed on behalf of the board by:



M Simpson
Director

Company registration number: SC065358

The notes on pages 11 to 17 form part of these financial statements.

CliniSys Scotland Limited

Notes to the financial statements

Year ended 31 December 2020

1. General information

The company is a private company limited by shares, registered in Scotland. The address of the registered office is Studio 6.1, Onyx Studios, 215 Bothwell Street, Glasgow, G2 7EZ.

2. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Roper Technologies Inc. which can be obtained from www.ropertech.com. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

- (a) No cash flow statement has been presented for the company.
- (b) Disclosures in respect of financial instruments have not been presented.

Judgements and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Provision is made for asset retirement obligations, dilapidations and contingencies. These provisions require management's best estimate of the costs that will be incurred based on legislative and contractual requirements.

There is estimation uncertainty in calculating the recoverability of intercompany balances. A line by line review of intercompany balances is carried out at the end of each month. Whilst every attempt is made to ensure that the provisions are as accurate as possible, there remains a risk that the provision does not match the level of debts which ultimately prove to be irrecoverable.

Revenue recognition

Turnover represents the total royalties received by the company for software supplied and services provided to its sister company CliniSys Solutions Limited, excluding VAT and similar taxes. CliniSys Solutions Limited acts as principal for the company selling and maintaining the products developed by CliniSys Scotland Limited.

Income tax

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences.

CliniSys Scotland Limited

Notes to the financial statements *(continued)*

Year ended 31 December 2020

3. Accounting policies *(continued)*

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Operating leases

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Short leasehold property	-	10% straight line
Office equipment	-	33% straight line
Computer equipment	-	33% straight line

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

The information required by FRS102 paragraph 21.14 has not been disclosed on the basis of the exemption in paragraph 21.17 (c) because it could be prejudicial to the outcome.

CliniSys Scotland Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

3. Accounting policies (continued)

Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost. Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Defined contribution pension plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

4. Turnover

Turnover arises from:

	2020	2019
	£	£
Royalties	<u>4,377,115</u>	<u>4,452,155</u>

The whole of the turnover is attributable to the principal activity of the company. The majority of sales are made to UK customers, with a small number of sales made to customers in Europe. The company considers this to be a single geographical market.

5. Operating profit

Operating profit or loss is stated after charging:

	2020	2019
	£	£
Depreciation of tangible assets	15,444	19,875
Foreign exchange differences	14	–
Operating lease costs	<u>82,617</u>	<u>125,721</u>

6. Auditor's remuneration

	2020	2019
	£	£
Fees payable for the audit of the financial statements	<u>9,350</u>	<u>9,000</u>

CliniSys Scotland Limited

Notes to the financial statements *(continued)*

Year ended 31 December 2020

7. Staff costs

The average number of persons employed by the company during the year, including the directors, amounted to:

	2020 No.	2019 No.
Sales and administration	4	2
Development	11	13
Deployment	15	14
Directors	4	4
	<u>34</u>	<u>33</u>

The aggregate payroll costs incurred during the year, relating to the above, were:

	2020 £	2019 £
Wages and salaries	1,352,417	1,307,069
Social security costs	162,295	149,248
Other pension costs	207,990	165,946
	<u>1,722,702</u>	<u>1,622,263</u>

8. Directors

The directors are deemed to be key management personnel and their remuneration is borne by other group companies.

9. Tax on profit

Major components of tax expense

	2020 £	2019 £
Current tax:		
UK current tax expense	387,000	355,068
Adjustments in respect of prior periods	(59,063)	(209,792)
Total current tax	<u>327,937</u>	<u>145,276</u>
Tax on profit	<u>327,937</u>	<u>145,276</u>

CliniSys Scotland Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

9. Tax on profit (continued)

Reconciliation of tax expense

The tax assessed on the profit on ordinary activities for the year is lower than (2019: lower than) the standard rate of corporation tax in the UK of 19% (2019: 19%).

The differences are explained below:-

	2020 £	2019 £
Profit on ordinary activities before taxation	2,041,701	1,869,857
Profit on ordinary activities by rate of tax	387,923	355,272
Adjustment to tax charge in respect of prior periods	(59,063)	(209,792)
Effect of expenses not deductible for tax purposes	24,700	24
Effect of capital allowances and depreciation	1,900	1,900
Other tax adjustments	(27,523)	(2,128)
Tax on profit	327,937	145,276

10. Tangible assets

	Short leasehold property £	Office equipment £	Computer equipment £	Total £
Cost				
At 1 January 2020	274,596	73,948	44,097	392,641
Additions	—	—	6,950	6,950
At 31 December 2020	274,596	73,948	51,047	399,591
Depreciation				
At 1 January 2020	262,096	71,353	40,837	374,286
Charge for the year	10,000	1,253	4,191	15,444
At 31 December 2020	272,096	72,606	45,028	389,730
Carrying amount				
At 31 December 2020	2,500	1,342	6,019	9,861
At 31 December 2019	12,500	2,595	3,260	18,355

11. Debtors

	2020 £	2019 £
Amounts owed by group undertakings	23,833,735	21,642,292
Deferred tax asset	17,856	17,856
Prepayments and accrued income	83,964	124,051
Other debtors	8,781	21,810
	23,944,336	21,806,009

CliniSys Scotland Limited

Notes to the financial statements (continued)

Year ended 31 December 2020

11. Debtors (continued)

The debtors above include the following amounts falling due after more than one year:

	2020	2019
	£	£
Deferred tax asset	<u>17,856</u>	<u>17,856</u>

12. Creditors: Amounts falling due within one year

	2020	2019
	£	£
Trade creditors	5,869	45,335
Amounts owed to group undertakings	5,137,490	5,137,488
Accruals and deferred income	55,318	120,047
Corporation tax	<u>600,665</u>	<u>272,728</u>
	<u>5,799,342</u>	<u>5,575,598</u>

13. Provisions

	Total provisions
	£
At 1 January 2020	50,000
Additions	<u>130,000</u>
At 31 December 2020	<u>180,000</u>

Included within provisions are dilapidation costs, relating to expenditure which will arise upon the termination of leases held by the company.

14. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2020	2019
	£	£
Included in debtors (note 11)	<u>17,856</u>	<u>17,856</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2020	2019
	£	£
Accelerated capital allowances	<u>(17,856)</u>	<u>(17,856)</u>

15. Employee benefits

Defined contribution plans

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £207,990 (2019: £165,946).

CliniSys Scotland Limited

Notes to the financial statements *(continued)*

Year ended 31 December 2020

16. Called up share capital

Issued, called up and fully paid

	2020		2019	
	No.	£	No.	£
Ordinary shares of £1 each	<u>201,250</u>	<u>201,250</u>	<u>201,250</u>	<u>201,250</u>

17. Reserves

Profit and loss account - this represents cumulative profit or losses, net of dividends paid and other adjustments.

18. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

	2020	2019
	£	£
Not later than 1 year	39,941	86,628
Later than 1 year and not later than 5 years	<u>—</u>	<u>36,095</u>
	<u>39,941</u>	<u>122,723</u>

19. Contingencies

The company holds a joint VAT registration with fellow group companies, CliniSys Solutions Limited, CliniSys Group Limited, Sunquest Information Systems (Europe) Limited and Roper UK Limited. At 31 December 2019, the maximum potential liability amounted to £2,883,965 (2019: £1,231,512).

20. Related party transactions

The company has taken advantage of the exemption available under paragraph 33.1A of the Financial Reporting Standard 102 not to disclose transactions with other wholly owned members of the group.

21. Controlling party

The immediate parent undertaking is Medical Information Professional Systems NV, a company registered in Belgium and is the parent undertaking of the smallest group of which the company is a member.

The ultimate parent undertaking and controlling party is Roper Technologies Inc., a company incorporated in the United States of America. Roper Technologies Inc. is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2020. The consolidated financial statements can be obtained from www.ropertech.com.