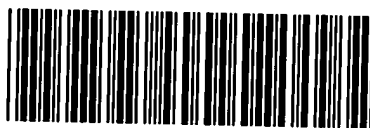


Registration number: 02172055

**IPIPELINE (TCP) LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**

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## **IPIPELINE (TCP) LIMITED**

### **CONTENTS**

Company Information	1
Strategic Report	2 to 3
Directors' Report	4 to 5
Statement of Directors' Responsibilities	6
Independent Auditor's Report	7 to 9
Profit and Loss Account	10
Balance Sheet	11
Statement of Changes in Equity	12
Notes to the Financial Statements	13 to 21

**IPIPELINE (TCP) LIMITED**

**COMPANY INFORMATION**

<b>Directors</b>	J P Conley J K Stipancich B Cross
<b>Company secretary</b>	Squire Patton Boggs Secretarial Services Limited
<b>Registered office</b>	Part Second Floor The Quadrangle Building Imperial Promenade Cheltenham Gloucestershire GL50 1PZ
<b>Auditors</b>	Hazlewoods LLP Staverton Court Staverton Cheltenham GL51 0UX

## IPIPELINE (TCP) LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their strategic report for the year ended 31 December 2022.

#### Principal activity

The principal activity of the company is the provision of computer software and related services to the Life and Pensions Insurance industry.

#### Fair review of the business

The results for the year which are set out in the profit and loss account show turnover of £15,966,000 (2021 - £13,333,000) and an operating profit of £4,456,000 (2021 - £4,129,000). At 31 December 2022 the company had net assets of £7,340,000 (2021 - £3,496,000). The directors consider the performance for the year and the financial position at the year-end to be satisfactory.

The company's key financial and other performance indicators during the year were as follows:

Financial KPIs	Unit	2022	2021
Turnover	£'000	15,966	13,333
Operating profit	£'000	4,456	4,129
Profit before tax	£'000	4,490	4,131
Shareholders' funds	£'000	7,340	3,496

#### Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the company include market volume growth not being in line with expectations and market consolidation. A number of external factors, for example economic growth and central economic and taxation policies, influence such growth.

Management continue to monitor external factors impacting the economy and the market the company operates in.

#### Section 172(1) statement

Under section 172(1) of the Companies Act 2006, the Board has a duty to act in good faith and in a way that would be most likely to promote the success of the company for the benefit of its shareholders whilst having regard to the matters set out in S172 (1) (a-f) of the Act:

- a) the likely long term consequences of any decision;
- b) the interest of the company's employees;
- c) the need to foster the company's business relationships with suppliers, customer and others;
- d) the impact of the company's operations on the community and the environment;
- e) the desirability of the company maintaining a reputation for high standards of business and conduct; and
- f) the need to act fairly between the company's owners.

The Board of Directors, in line with their duties as set out above, act in a way they consider to be in the best interests of the company and its stakeholders. The board of Directors believe the success of the company, especially its long-term success, must be supported by a commitment to high integrity and mutual respect for each other, our customers and other stakeholders. This is evident in the Corporate Responsibility statement, Code of Ethics and Supplier code of Conduct – all of which can be found on the website of our ultimate parent company (<https://www.ropertech.com/>).

Our reporting structure and frequent communication throughout the business, together with our internal controls, which includes review by the Roper internal audit function, ensure the Board has complete information and is aware of all strategic and material decisions providing confidence the right decisions are being made at the right time in line with s172(1).

To demonstrate the above behaviours, below is a list of our key stakeholders and the methods used by the Board to engage with them, directly or indirectly.

## IPIPELINE (TCP) LIMITED

### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Stakeholder	Method of engagement
Employees	We value our employees and continue to seek, recruit, retain and develop our talent. High levels of employee engagement are essential to the company. This is measured through a variety of employee surveys and "check-ins" allowing us to act on the views of our employees. Communication with all employees continues through regular briefings on strategic and team initiatives, financial performance of the company, key product and people updates.
Customers	Senior management regularly engage directly with customers through meetings, surveys and briefings to ensure we act on feedback and improve our products and services.
Shareholders	The Board interact throughout the year with the company's ultimate parent company and shareholder.
Suppliers	We aim to act fairly and responsibly in how we engage with our suppliers and business partners. Our employees frequently engage with our suppliers to ensure the supply chain is effective, robust and appropriately managed.
Communities	The company encourages all employees to engage with local communities and act in a socially and environmentally responsible way.

The above mentioned engagement and interactions will inform the Board of the interest and concerns of all stakeholders, which are then factored into its decisions on actions that will best promote the long term success of the company.

Approved by the Board on <sup>21/9/2023</sup> ..... and signed on its behalf by:

*John Stipancich*

.....  
J K Stipancich  
Director

## **IPIPELINE (TCP) LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

#### **Directors of the company**

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

J P Conley

J K Stipancich

R C Crisci (appointed 1 July 2022 and ceased 1 February 2023)

I R Teague (ceased 1 July 2022)

L C Berran (ceased 1 July 2022)

The following director was appointed after the year end:

B Cross (appointed 1 February 2023)

#### **Future developments**

The marketplace in which the company operates is likely to remain competitive in the coming year. The company's ongoing investment in the 'SS/G Digital' remains core to developing market-leading propositions both to its existing and prospective clients. The self-serve operational model the business pioneered has increasingly become an essential requirement for any insurer looking to grow its market share, whilst driving processing and cost efficiencies into its operations.

Based on our experiences to date, our belief is that the North American market remains somewhat behind the UK in the deployment of self-service and automated underwriting processes in the protection sector. Our initial successes have led to a number of other early state opportunities in this marketplace and we will continue to assess how we can best exploit this potential.

#### **Financial instruments**

The company's financial instruments comprise cash and liquid resources, intercompany loan and various other items such as trade debtors, trade creditors, etc that arise directly from its operations. The main purpose of these financial instruments is to finance the operations of the company. The main risks arising from the company's financial instruments are set out below.

#### ***Price risk, credit risk, liquidity risk and cash flow risk***

##### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing. The company has agreed payment terms with customers and implemented credit control procedures and reporting to ensure that debts are repaid in a timely manner. The company is exposed to credit risk on bank balances although this risk is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

##### **Liquidity risk**

Liquidity risk arises from the company's management of working capital and the finance charges on borrowings. It is the risk that the company will encounter difficulty in meeting financial obligations as they fall due. The company held cash of £5.6m at the year end date. The directors consider the company has sufficient liquid resources to meet its operational requirement.

##### **Cash flow risk**

Cash flow risk is the risk that inflows and outflows of cash and cash equivalents will not be sufficient to finance the day-to-day operations of the company. Active management of working capital is the key control used by management to manage cash flow risk.

##### **Price risk**

Price risk is the risk that price changes will cause financial loss for the company. Through careful monitoring of the company's market place and competitors the company's exposure to price risk is kept to a minimum.

#### **Going concern**

The directors have prepared forecast information which takes into account the current economic climate and its impact on the business. Based on the forecasts prepared, the directors believe that the company is well placed to manage its financing and other business risks satisfactorily, and have a reasonable expectation that the company will have adequate resources to continue in operation for at least 12 months from the signing date of these financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

**IPIPELINE (TCP) LIMITED**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022**

**Disclosure of information to the auditors**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

**Reappointment of auditors**

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Hazlewoods LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board on <sup>21/9/2023</sup> ..... and signed on its behalf by:

*John Stipancich*

.....  
J K Stipancich  
Director

## **IPIPELINE (TCP) LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards has 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.



## **IPIPELINE (TCP) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IPIPELINE (TCP) LIMITED**

#### **Opinion**

We have audited the financial statements of iPipeline (TCP) Limited (the 'company') for the year ended 31 December 2022, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, 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 Financial Reporting Standard 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 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 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 original financial statements were 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 directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

#### **Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and 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 our 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 and the Directors' Report.

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

## **IPIPELINE (TCP) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IPIPELINE (TCP) LIMITED**

- 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 Statement of Directors' Responsibilities set out on page 6, 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.

#### *Extent to which the audit was capable of detecting irregularities, including fraud*

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:

We considered the nature of the company's industry and its control environment and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in and identified the key laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements, including the UK Companies Act and tax legislation, and, those that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgments made in accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatements due to fraud;
- enquiring of management concerning actual and potential litigation and claims and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

## IPIPELINE (TCP) LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IPIPELINE (TCP) LIMITED

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### Use of this 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.



Rebecca Copping (Senior Statutory Auditor)  
For and on behalf of Hazlewoods LLP, Statutory Auditor

Staverton Court  
Staverton  
Cheltenham  
GL51 0UX

21/09/2023  
Date:.....

**IPIPELINE (TCP) LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £ 000	2021 £ 000
Turnover	3	15,966	13,333
Cost of sales		<u>(9,729)</u>	<u>(7,949)</u>
Gross profit		6,237	5,384
Administrative expenses		<u>(1,781)</u>	<u>(1,255)</u>
Operating profit	4	4,456	4,129
Other interest receivable and similar income	5	<u>34</u>	<u>2</u>
Profit before tax		4,490	4,131
Taxation	9	<u>(646)</u>	<u>(588)</u>
Profit for the financial year		<u><u>3,844</u></u>	<u><u>3,543</u></u>

The above results were derived from continuing operations.

The company has no other comprehensive income for the year.

**IPIPELINE (TCP) LIMITED**

**(REGISTRATION NUMBER: 02172055)**  
**BALANCE SHEET AS AT 31 DECEMBER 2022**

	Note	2022 £ 000	2021 £ 000
<b>Fixed assets</b>			
Tangible assets	10	<u>647</u>	<u>856</u>
<b>Current assets</b>			
Debtors	11	5,346	2,743
Cash at bank and in hand		<u>5,613</u>	<u>3,257</u>
		10,959	6,000
Creditors: Amounts falling due within one year	12	<u>(4,231)</u>	<u>(3,342)</u>
Net current assets		<u>6,728</u>	<u>2,658</u>
Total assets less current liabilities		7,375	3,514
Provisions for liabilities	13, 9	<u>(35)</u>	<u>(18)</u>
Net assets		<u><u>7,340</u></u>	<u><u>3,496</u></u>
<b>Capital and reserves</b>			
Called up share capital	15	1	1
Share premium reserve	16	107	107
Capital redemption reserve	16	1	1
Profit and loss account	16	<u>7,231</u>	<u>3,387</u>
Total equity		<u><u>7,340</u></u>	<u><u>3,496</u></u>

Approved and authorised by the Board on 21/9/2023 and signed on its behalf by:

*John Stipancich*

.....  
J K Stipancich  
Director

**IPIPELINE (TCP) LIMITED**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022**

	Share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2022	1	107	1	3,387	3,496
Profit for the year	-	-	-	3,844	3,844
At 31 December 2022	<u>1</u>	<u>107</u>	<u>1</u>	<u>7,231</u>	<u>7,340</u>

	Share capital £ 000	Share premium £ 000	Capital redemption reserve £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2021	1	107	1	2,404	2,513
Profit for the year	-	-	-	3,543	3,543
Dividends	-	-	-	(2,560)	(2,560)
At 31 December 2021	<u>1</u>	<u>107</u>	<u>1</u>	<u>3,387</u>	<u>3,496</u>

The notes on pages 13 to 21 form an integral part of these financial statements.

## **IPIPELINE (TCP) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

#### **1 General information**

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Part Second Floor  
The Quadrangle Building  
Imperial Promenade  
Cheltenham  
Gloucestershire  
GL50 1PZ  
England

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest thousand pounds (£'000).

##### **Summary of disclosure exemptions**

iPipeline (TCP) Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available in respect of its financial statements. Exemptions have been taken in relation to the preparation of a statement of cash flows and financial instruments.

##### **Going concern**

The directors have prepared forecast information which takes into account the current economic climate and its impact on the business. Based on the forecasts prepared, the directors believe that the company is well placed to manage its financing and other business risks satisfactorily, and have a reasonable expectation that the company will have adequate resources to continue in operation for at least 12 months from the signing date of these financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

##### **Critical accounting judgements 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 amounts of assets and liabilities 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## **IPIPELINE (TCP) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

#### ***Judgements***

No significant judgements have been made by management in preparing these financial statements.

#### ***Key sources of estimation uncertainty***

No key sources of estimation uncertainty have been identified by management in preparing these financial statements other than those detailed in these accounting policies.

#### **Revenue recognition**

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities.

#### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current 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 operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

#### **Tangible assets**

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### **Depreciation**

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

##### **Asset class**

Leasehold improvements  
Furniture, fittings & equipment

##### **Depreciation method and rate**

Straight line over the term of the lease  
10-25% straight-line

#### **Research and development**

Research and development costs are recognised as an expense as incurred.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### **Trade debtors**

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. All trade debtors are repayable within one year and hence are included at the undiscounted cost of cash expected to be received. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtors.



## **IPIPELINE (TCP) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022**

#### **Trade creditors**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and all are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

#### **Provisions**

Provisions are recognised when the company has an obligation at the reporting date as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

#### **Leases**

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

#### **Defined contribution pension obligation**

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

#### **Share based payments**

The ultimate parent, Roper Technologies Inc., issues equity share options to certain employees. Equity based share options are measured at fair value at the date of the grant. The fair value of the share options, determined at the grant date, is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions. The directors have appropriately assessed the fair value using the Black-Scholes model and deem the adjustment to be immaterial in respect of the share-based payment transactions.

#### **Financial instruments**

##### ***Classification***

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as 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. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

##### ***Recognition and measurement***

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022*****Impairment***

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

A non financial asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

The recoverable amount of goodwill is derived from measurement of the present value of the future cash flows of the cash-generating units ('CGUs') of which the goodwill is a part. Any impairment loss in respect of a CGU is allocated first to the goodwill attached to that CGU, and then to other assets within that CGU on a pro-rata basis.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised. Where a reversal of impairment occurs in respect of a CGU, the reversal is applied first to the assets (other than goodwill) of the CGU on a pro-rata basis and then to any goodwill allocated to that CGU.

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

**3 Revenue**

The analysis of the company's turnover for the year from continuing operations is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£ 000</b>	<b>£ 000</b>
Rendering of services	<u>15,966</u>	<u>13,333</u>

The analysis of the company's turnover for the year by market is as follows:

	<b>2022</b>	<b>2021</b>
	<b>£ 000</b>	<b>£ 000</b>
UK	12,632	10,373
Canada	420	245
Republic of Ireland	2,698	2,301
Bermuda	126	414
Spain	90	-
	<u>15,966</u>	<u>13,333</u>

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022****4 Operating profit**

Arrived at after charging:

	2022 £ 000	2021 £ 000
Depreciation expense	321	349
Foreign exchange losses	1	42
Operating lease expense - property	<u>252</u>	<u>252</u>

**5 Other interest receivable and similar income**

	2022 £ 000	2021 £ 000
Other finance income	<u>34</u>	<u>2</u>

**6 Staff costs**

The aggregate payroll costs (including directors' remuneration) were as follows:

	2022 £ 000	2021 £ 000
Wages and salaries	7,689	6,495
Social security costs	955	733
Pension costs, defined contribution scheme	<u>355</u>	<u>306</u>
	<u>8,999</u>	<u>7,534</u>

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2022 No.	2021 No.
Administration and support	9	9
Research and development	4	3
Professional services	<u>128</u>	<u>120</u>
	<u>141</u>	<u>132</u>

**7 Directors' remuneration**

Directors remuneration of £Nil (2021 - £Nil) has been paid through iPipeline (TCP) Limited.

Four of the directors were remunerated by other group companies within the Roper Technologies Inc. group (2021 - three). The services of the four directors and their remuneration is deemed to be wholly attributable to their services to the company paying their remuneration. Accordingly, no remuneration was paid to the directors of the company, nor was any charge levied for their services (2021 - £Nil).

One director is employed and remunerated by a UK group company and a management recharge of £318,612 (2021 - £257,600) has been charged to the company which includes the qualifying services of the director.

**8 Auditors' remuneration**

	2022 £ 000	2021 £ 000
Audit of the financial statements	<u>20</u>	<u>17</u>
<b>Other fees to auditors</b>		
All other non-audit services	<u>10</u>	<u>1</u>

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022****9 Taxation**

Tax charged/(credited) in the profit and loss account

	<b>2022</b> <b>£ 000</b>	<b>2021</b> <b>£ 000</b>
<b>Current taxation</b>		
UK corporation tax	815	743
UK corporation tax adjustment to prior periods	<u>(174)</u>	<u>(175)</u>
	<u>641</u>	<u>568</u>
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	8	20
Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods	<u>(3)</u>	<u>-</u>
Total deferred taxation	<u>5</u>	<u>20</u>
Tax expense in the profit and loss account	<u>646</u>	<u>588</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2021 - lower than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	<b>2022</b> <b>£ 000</b>	<b>2021</b> <b>£ 000</b>
Profit before tax	<u>4,490</u>	<u>4,131</u>
Corporation tax at standard rate	853	785
Effect of revenues exempt from taxation	(33)	(45)
Effect of expense not deductible in determining taxable profit (tax loss)	12	13
Deferred tax expense from unrecognised temporary difference from a prior period	8	10
Decrease in UK and foreign current tax from adjustment for prior periods	<u>(194)</u>	<u>(175)</u>
Total tax charge	<u>646</u>	<u>588</u>

**Deferred tax**

Deferred tax assets and liabilities

	<b>Liability</b> <b>£ 000</b>
<b>2022</b>	
Fixed asset timing differences	13
Short term timing differences	<u>(8)</u>
	<u>5</u>
<b>2021</b>	
Fixed asset timing differences	12
Short term timing differences	<u>(12)</u>
	<u>-</u>

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly. The deferred tax liability at 31 December 2022 has been calculated at 25% (2021 - 25%).

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022****10 Tangible assets**

	<b>Leasehold improvements £ 000</b>	<b>Furniture, fittings and equipment £ 000</b>	<b>Total £ 000</b>
<b>Cost</b>			
At 1 January 2022	492	1,651	2,143
Additions	-	110	110
At 31 December 2022	492	1,761	2,253
<b>Depreciation</b>			
At 1 January 2022	182	1,103	1,285
Charge for the year	122	199	321
At 31 December 2022	304	1,302	1,606
<b>Carrying amount</b>			
At 31 December 2022	188	459	647
At 31 December 2021	309	547	856

**11 Debtors**

	<b>2022 £ 000</b>	<b>2021 £ 000</b>
Trade debtors	3,763	1,851
Amounts owed by other group undertakings	230	18
Prepayments	306	270
Corporation tax asset	1,047	604
Total current trade and other debtors	5,346	2,743

**12 Creditors**

	<b>2022 £ 000</b>	<b>2021 £ 000</b>
<b>Due within one year</b>		
Trade creditors	165	89
Amounts due to other group undertakings	248	129
Social security and other taxes	1,182	843
Accruals and deferred income	2,636	2,281
	4,231	3,342

**13 Deferred tax and other provisions**

	<b>Deferred tax £ 000</b>	<b>Dilapidations £ 000</b>	<b>Total £ 000</b>
At 1 January 2022	-	18	18
Increase (decrease) in existing provisions	5	12	17
At 31 December 2022	5	30	35

A provision is recognised for expected dilapidations costs to be incurred to reinstate the leased buildings to their original state at the end of the lease period.

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022****14 Pension and other schemes****Defined contribution pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £355,000 (2021 - £306,000).

Contributions totalling £Nil (2021 - £Nil) were payable to the scheme at the end of the year and are included in creditors.

**15 Share capital****Allotted, called up and fully paid shares**

	2022		2021	
	No.	£'000	No.	£'000
Ordinary share capital of £1 each	981	1	981	1

**16 Reserves***Called up share capital*

Represents the issued equity share capital of the company.

*Share premium*

The share premium account shows the premium above par value of shares issued in the periods ended 31 March 2001, and 31 March 2006

*Capital redemption reserve*

The capital redemption reserve represents a non-distributable reserve into which amounts were transferred following the redemption by the company of its own shares in the periods ended 31 March 1998, and 31 March 2005.

*Profit and loss account*

Represents cumulative profits or losses, net of dividends paid and other adjustments.

**17 Obligations under leases and hire purchase contracts****Operating leases**

The total of future minimum lease payments is as follows:

	2022	2021
	£ 000	£ 000
Not later than one year	278	278
Later than one year and not later than five years	1,111	1,111
Later than five years	695	973
	<u>2,084</u>	<u>2,362</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £252,000 (2021 - £252,000).

**IPIPELINE (TCP) LIMITED****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022****18 Share-based payments****Roper Technologies Inc. - cash settled****Scheme details and movements**

From August 2019, new share based payment arrangements were offered to senior employees in the form of equity settled share options and cash settled share options in the new ultimate parent company Roper Technologies Inc. The options are exercisable on the second anniversary of the grant (50%) and on the third anniversary (50%). The fair value of the share options granted during the period is determined by the Black-Scholes model as it was considered that this approach would result in materially accurate estimate of the fair value of the options granted. The expense recognised for cash settled options in the year to 31 December 2022 has not been recognised as the directors has assessed the expense to be immaterial (2021: £nil). Details of the cash settled options are outlined below:

The movements in the number of share options during the year were as follows:

	<b>2022</b>	<b>2021</b>
	<b>Number</b>	<b>Number</b>
Outstanding, start of period	281	281
Exercised during the period	(281)	-
Outstanding, end of period	<u>-</u>	<u>281</u>

The movements in the weighted average exercise price of share options during the year were as follows:

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Outstanding, start of period	366.76	366.76
Exercised during the period	(366.76)	-
Outstanding, end of period	<u>-</u>	<u>366.76</u>

**19 Dividends**

	<b>2022</b>	<b>2021</b>
	<b>£ 000</b>	<b>£ 000</b>
Dividends paid	<u>-</u>	<u>2,560</u>

**20 Related party transactions**

All amounts owed from and to group undertakings are disclosed in notes 11 and 12 to these financial statements.

**21 Parent and ultimate parent undertaking**

The company's immediate parent is iPipeline Limited, incorporated in England and Wales.

The ultimate parent is Roper Technologies Inc., incorporated in the United States of America.

The most senior parent entity producing publicly available financial statements is Roper Technologies Inc.. These financial statements are available from [www.ropertech.com](http://www.ropertech.com).