

CHARITY REGISTRATION NO.  
SC023592 (SCOTLAND)

COMPANY REGISTRATION NO.  
SC157100 (SCOTLAND)

# ROSLIN FOUNDATION

(A COMPANY LIMITED BY GUARANTEE)

# TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED  
31 MARCH 2023

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## REFERENCE AND ADMINISTRATIVE DETAILS OF THE CHARITABLE COMPANY, ITS TRUSTEES AND ADVISERS

FOR THE YEAR ENDED 31 MARCH 2022

TRUSTEES	Professor J R Brown (Chairman) Mr B W Gellatly Mr M Bateman Mr A P Bamford Dr SE Foden (Appointed 6 April 2022) Dr SC Hardy Ms A Glennie Prof A L Archibald
SECRETARY	WJM Secretaries Limited
CHARITY NUMBER (SCOTLAND)	SC023592
COMPANY NUMBER	SC157100
REGISTERED OFFICE	Wright, Johnston & Mackenzie LLP The Capital Building 12/13 St. Andrew Square Edinburgh United Kingdom EH2 2AF
AUDITOR	French Duncan LLP trading as AAB Chartered Accountants and Statutory Auditor 133 Finnieston Street Glasgow G3 8HB
BANKERS	The Royal Bank of Scotland Drummond House 1 Redheughs Avenue Edinburgh EH12 9JN
SOLICITORS	Wright, Johnston & Mackenzie 302 St Vincent Street Glasgow G2 5RZ
INVESTMENT MANAGER	Cazenove Capital 1 London Wall Place London EC2Y 5AU

**TRUSTEES' REPORT**

FOR THE YEAR ENDED 31 MARCH 2023

The Trustees present their annual report together with the audited financial statements of the charitable company for the year 1 April 2022 to 31 March 2023.

The financial statements have been prepared in accordance with the accounting policies set out in note 1 to the financial statements and comply with the charitable company's Memorandum and Articles of Association, the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006, FRS 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ("FRS 102")", and "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)".

Since the charitable company qualifies as small under section 382 of the Companies Act 2006, the Strategic report required of medium and large companies under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 has been omitted.

**Objectives and activities**

The Foundation is an independent charity whose aim is to support research and business development in the field of biosciences as it relates to agriculture and biomedicine, to the benefit of, or in association with the Roslin Institute.

To achieve this we invite applications for funding from relevant organisations, principally the Roslin Institute which has close links with the Foundation and which is part of the University of Edinburgh, and a scientific research centre focussed on achieving sustainable agriculture, disease control and enhancing health through pioneering animal bioscience. Applications for funding are reviewed at board meetings, and if funding is awarded, the recipient is required to update progress at future meetings.

This year the Foundation received eleven applications for funding, and four PhD Studentships were awarded. For 2023 £560k (2022 - £115k) was awarded bringing the total amount of funding awarded by the Foundation to over £10.5m.

**Achievements and performance**

Working closely with the Roslin Institute the Foundation has developed a prestigious Studentship Programme whereby the Foundation will sponsor up to 4 students per annum, on a four year studentship. The Students will be required to present annually to the Board and progress will be monitored throughout the funding period. The Foundation looks forward to continuing this programme over the coming years. The Foundation continues to monitor progress of previously awarded grants and continues to welcome applications for new funding. The Foundation continues to support ongoing projects into the research of animal health and welfare at The Roslin Institute and regularly receives and reviews updates on progress to ensure their charitable aims are being met.

**Financial review**

The Foundation had a deficit for the year of £67k, (2022 – surplus of £38,271k) and net assets of £38,682k (2022 - £38,750k). The results for the year are detailed on page 13 onwards of the financial statements.

The main financial objectives in the year were to maximise benefit from the Foundation's investment funds and to safeguard its financial assets. The Trustees have engaged an Investment Manager to responsibly manage the assets of the Foundation and provide a steady stream of income to enable the Foundation to make further grant payments and meet its objectives.

**TRUSTEES' REPORT (CONTINUED)**

FOR THE YEAR ENDED 31 MARCH 2023

**Going concern**

The Foundation has sufficient cash to cover its overheads for at least the next twelve months. It only disburses or commits to grants if the funds are available.

After making suitable enquiries, the Trustees have a reasonable expectation that the Foundation has adequate resources to remain in operation for the foreseeable future and have therefore continued to adopt the going concern basis of accounting in preparing the annual financial statements.

**Reserves policy**

Reserves of the Foundation are held for the furtherance of its charitable objectives as described above. Through their budgeting and financial planning process, the Trustees seek to ensure that the Foundation's operating commitments are met in full and that sufficient cash is generated to permit continuing investment to allow the Foundation to meet its objectives. The trustees consider access to liquidity to be of primary importance and can predict, with a reasonable amount of certainty, the income level for at least a period of a year.

The Trustees have reviewed the reserves and risks of the Foundation and concluded that the level of reserves as at 31 March 2023 of £38,682k is adequate for the Foundation to manage its finances and appropriate systems are in place to manage any risks.

**Investment powers and performance**

In accordance with the Foundation's Memorandum and Articles of Association, the Trustees have the power to invest in stocks, shares and investments. The Trustees have engaged an Investment Manager to responsibly manage the assets of the Foundation. The Investment Managers have the ability to purchase stocks, shares and investments on our behalf in order to maintain a steady stream of income to enable the Foundation to meet its objectives.

**Unlisted Investments**

Censo Biotechnologies is an associated company of Roslin Foundation. In 2021 Axol BioScience Ltd, an established provider of iPSC-derived cells, media, and characterisation services and Censo Biotechnologies signed a merger agreement. The new entity will become a leading provider of product and service solutions in the iPSC-based neuroscience, immune cell, and cardiac modelling for drug discovery screening markets. Roslin Foundation owns less than 1% of the company's ordinary share capital along with 100,000 preference shares. During the year the Foundation was transferred a further 115,245 preference shares for zero consideration, and has invested in the Company to acquire a further 40,000 ordinary shares. Following this the Foundation owns less than 2% of the company's ordinary share capital. The Trustees of the Foundation recognise that as an early-stage company their investment will not realise any value until an exit event occurs. The Foundation continues to monitor its investment in Censo regularly.

**Structure, governance and management**

Roslin Foundation is a registered charity and a company limited by guarantee. It is constituted by its Memorandum and Articles of Association. The Board are legally responsible for the overall management and control of the Foundation.

The trustees, who are also the directors for the purpose of company law, and who served during the year and up to the date of signature of the financial statements were:

Professor J R Brown (Chairman)  
Mr B W Gellatly  
Mr M Bateman  
Mr A P Bamford  
Dr S E Foden  
Dr S C Hardy  
Ms A Glennie  
Professor A L Archibald

## TRUSTEES' REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

Members of the Board are appointed in accordance with the Memorandum and Articles of Association. The members of the Board, who act as trustees and directors, are all guarantors of the Foundation, of an amount not exceeding £1, during the period of their appointment as trustee and for a year after resignation.

The Board members act as trustees for the purposes of charity legislation and supervision in Scotland and are directors for the purposes of the Companies Act 2006.

The Board has developed a process for the induction of new trustees which commences prior to their appointment. Interested parties are provided with details of the organisation and have an informal meeting so that they have a better understanding of the Foundation.

The duties of the Board Members are the stewardship of the Foundation, public accountability and ensuring an appropriate strategy for the Foundation in the years ahead.

The day to day operating activities of the Roslin Foundation are managed by the Chief Operating Officer, Suzy Purcell whose primary reporting relationship is to the Chair of the Board of Trustees.

#### Remuneration of Key Management Personnel

The trustees set the pay of key management personnel at rates which it believes are competitive within the biosciences sector and make use of benchmarking reporting to achieve this.

#### Equal Opportunities

The Foundation is committed to providing full opportunities for the development of the talents of its staff. It is further committed to eliminate discrimination on grounds of gender, marital status, race, colour, ethnic or national origins, age, religious belief, sexual orientation or disability.

#### Risk management

The Trustees are responsible for the management of risks faced by the Foundation and its subsidiaries. Detailed consideration of risk is delegated to the Chief Operating Officer and Audit & Risk Committee with ultimate responsibility considered by the Trustees. Risks are identified, assessed and controls established. The key controls used by the charity include:

- Formal agendas for, and minuting of, all board meetings;
- Comprehensive strategic planning, budgeting and management accounting;
- Clear authorisation and approval levels for all expenditure

Through the risk management processes established by the Foundation, the Trustees are satisfied that the major risks are identified and have been adequately assessed and mitigated where necessary. The key risks facing the charity are typically financial and regulatory.

#### Plans for future periods

The Foundation will continue, as long as financial resources allow, to support research and business development in the field of biosciences as it relates to agriculture and biomedicine. It is anticipated that there will be ongoing interaction with the Roslin Institute as the trustees are committed to providing ongoing support in linewith the objectives of the charity.

## TRUSTEES' REPORT (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### Statement of Trustees' responsibilities

The Trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for preparing the Trustees' report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Trustees to prepare financial statements for each financial year. Under company law, the Trustees 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 charitable company and of its incoming resources and application of resources, including its income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles of the Charities SORP (FRS 102);
- make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards (FRS 102) have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended). They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Disclosure of information to auditor

Each of the persons who are Trustees at the time when this Trustees' report is approved has confirmed that:

- so far as that Trustee is aware, there is no relevant audit information of which the charity's auditor is unaware, and
- that Trustee has taken all the steps that ought to have been taken as a Trustee in order to be aware of any relevant audit information and to establish that the charity's auditor is aware of that information.

**TRUSTEES' REPORT (CONTINUED)**

FOR THE YEAR ENDED 31 MARCH 2023

**Auditor**

During the year French Duncan LLP trading as AAB was appointed as auditor. French Duncan LLP trading as AAB has indicated their willingness to continue in office. The designated Trustees will propose a motion reappointing the auditor at a meeting of the Trustees.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

Approved by order of the members of the board of Trustees and signed on their behalf by:



**Professor J R Brown**  
(Chairman)

Date: 13 December 2023

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSLIN FOUNDATION****Opinion**

We have audited the financial statements of Roslin Foundation (the 'charitable company') for the year ended 31 March 2023 which comprise the Statement of financial activities, the Balance sheet, 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 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 charitable company's affairs as at 31 March 2023 and of its incoming resources and application of resources, including its income and expenditure 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, the Charities and Trustee Investment (Scotland) Act 2005 and regulation 8 of the Charities Accounts (Scotland) Regulations 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 charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 Trustees' 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 charitable 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 Trustees with respect to going concern are described in the relevant sections of this report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSLIN FOUNDATION (CONTINUED)

### 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 Trustees are responsible for the other information contained within the Annual report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 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 Trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Trustees' report has 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 charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' report.

We have nothing to report in respect of the following matters in relation to which Companies Act 2006 and the Charities Accounts (Scotland) Regulations 2006 (as amended) require us to report to you if, in our opinion:

- adequate and proper 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 Trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees 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 Trustees' report and from the requirement to prepare a Strategic report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROSLIN FOUNDATION (CONTINUED)

### Responsibilities of trustees

As explained more fully in the Trustees' responsibilities statement, the Trustees (who are also the directors of the charitable company for the purposes of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005 and under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

### The extent to which the audit was considered capable of detecting irregularities including fraud

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the charitable company through discussions with the Trustees and other management, and from our charity sector knowledge and experience;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the charitable company, including the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005, data protection, anti-bribery, employment, and health and safety legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROS LIN FOUNDATION (CONTINUED)

### Auditor's responsibilities for the audit of the financial statements (continued)

We assessed the susceptibility of the charitable company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed high level analytical procedures to identify any unusual or unexpected relationships;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance; and
- enquiring of management as to actual and potential litigation and claims.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance.

Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the Trustees and other management and the inspection of regulatory and legal correspondence, if any.

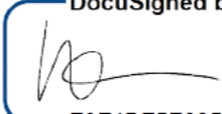
Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's report.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROS LIN FOUNDATION (CONTINUED)

### USE OF OUR REPORT

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, and to the charitable company's trustees, as a body, in accordance with regulation 10 of the Charities Accounts (Scotland) Regulations 2006. Our audit work has been undertaken so that we might state to the charitable company's members and Trustees 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 charitable company, its members, as a body, and its trustees, as a body for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:  
  
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### Antony J Sinclair (Senior statutory auditor)

for and on behalf of

### French Duncan LLP

Chartered Accountants and Statutory Auditor

133 Finnieston Street

Glasgow

G3 8HB

Date: 13 December 2023

French Duncan LLP trading as AAB are eligible to act as auditors in terms of section 1212 of the Companies Act 2006.

## STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2023

	Notes	Unrestricted funds 2023 £	Total funds 2023 £	Total funds 2022 £
<b>Income from:</b>				
Investments	4	310,165	310,165	15,753
<b>Total income</b>		<b>310,165</b>	<b>310,165</b>	15,753
<b>Expenditure on:</b>				
Raising funds	5	18,259	18,259	-
Charitable activities	6	623,056	623,056	226,875
<b>Total expenditure</b>		<b>641,315</b>	<b>641,315</b>	226,875
<b>Net expenditure before net gains on investments</b>		<b>(331,150)</b>	<b>(331,150)</b>	(211,122)
Net gains on investments	11	264,148	264,148	38,481,993
<b>Net movement in funds</b>		<b>(67,002)</b>	<b>(67,002)</b>	38,270,871
<b>Reconciliation of funds:</b>				
Total funds brought forward		38,749,501	38,749,501	478,630
Net movement in funds		(67,002)	(67,002)	38,270,871
<b>Total funds carried forward</b>		<b>38,682,499</b>	<b>38,682,499</b>	38,749,501

The Statement of financial activities includes all gains and losses recognised in the year.

The notes on pages 16 to 26 form part of these financial statements.

## BALANCE SHEET

AS AT 31 MARCH 2023

	Note	2023 £	2022 £
<b>FIXED ASSETS</b>			
Tangible assets	10	3,765	3,933
Investments	11	35,472,264	218,808
		<b>35,476,029</b>	222,741
<b>Current assets</b>			
Debtors	12	6,552	4,226
Investments	13	2,500,000	-
Cash at bank and in hand		1,280,113	38,549,795
		<b>3,786,665</b>	38,554,021
Creditors: amounts falling due within one year	14	(160,195)	(27,261)
<b>Net current assets</b>		<b>3,626,470</b>	38,526,760
<b>Total assets less current liabilities</b>		<b>39,102,499</b>	38,749,501
Creditors: amounts falling due after more than one year	15	(420,000)	-
<b>Total net assets</b>		<b>38,682,499</b>	38,749,501
<b>Charity funds</b>			
Unrestricted funds	16	38,682,499	38,749,501
<b>Total funds</b>		<b>38,682,499</b>	38,749,501

The Trustees acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and preparation of financial statements.

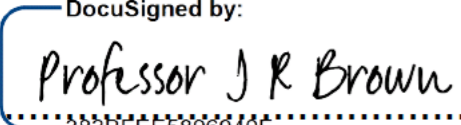
The financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.



**BALANCE SHEET (CONTINUED)**

AS AT 31 MARCH 2023

The financial statements were approved and authorised for issue by the Trustees and signed on their behalf by:

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**Professor J R Brown**

(Chairman)

Date: 13 December 2023

The notes on pages 16 to 26 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2023

**1. GENERAL INFORMATION**

Roslin Foundation is a charitable company limited by guarantee incorporated in Scotland. The registered office is Wright, Johnston & Mackenzie LLP, The Capital Building, 12/13 St. Andrew Square, Edinburgh, EH2 2AF.

The financial statements have been presented in GBP as this is the functional and presentational currency of the charity.

**2. ACCOUNTING POLICIES****2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared in accordance with the Charities SORP (FRS 102) - Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006. Roslin Foundation meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy.

**2.2 GOING CONCERN**

At the time of approving the financial statements, the trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for at least the next twelve months. Grants will not be committed to unless the Foundation is in a position to make the required payments and as such expenditure can be controlled by management depending on cash flow requirements. Thus the trustees do not believe there are any material uncertainties and continue to adopt the going concern basis of accounting in preparing the financial statements.

**2.3 INCOME**

All income is recognised once the charitable company has entitlement to the income, it is probable that the income will be received and the amount of income receivable can be measured reliably.

**2.4 EXPENDITURE**

Expenditure is recognised once there is a legal or constructive obligation to transfer economic benefit to a third party, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Irrecoverable VAT is included where applicable.

Expenditure is recognised on an accruals basis and has been classified under headings that aggregate all costs related to a category. Governance costs include those incurred in the governance of the charitable company and are primarily associated with constitutional and statutory requirements.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 31 MARCH 2023

**2. ACCOUNTING POLICIES (CONTINUED)**

**2.5 INTEREST RECEIVABLE**

Interest on funds held on deposit is included when receivable and the amount can be measured reliably by the charitable company; this is normally upon notification of the interest paid or payable by the institution with whom the funds are deposited.

**2.6 TAXATION**

The charitable company is considered to pass the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2010 and therefore it meets the definition of a charitable company for UK corporation tax purposes. Accordingly, the charitable company is potentially exempt from taxation in respect of income or capital gains received within categories covered by Chapter 3 Part 11 of the Corporation Tax Act 2010 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes.

**2.7 TANGIBLE FIXED ASSETS AND DEPRECIATION**

Tangible fixed assets costing £1,000 or more are capitalised and recognised when future economic benefits are probable and the cost or value of the asset can be measured reliably. Tangible fixed assets are initially recognised at cost. After recognition tangible fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses. All costs incurred to bring a tangible fixed asset into its intended working condition should be included in the measurement of cost.

At each reporting date the charitable company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined to be the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount. Depreciation is charged so as to allocate the cost of tangible fixed assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment	-	3 years
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**2.8 INVESTMENTS**

Fixed asset investments are a form of financial instrument and are initially recognised at their transaction cost and subsequently measured at fair value at the Balance sheet date, unless the value cannot be measured reliably in which case it is measured at cost less impairment. Investment gains and losses, whether realised or unrealised, are combined and presented as 'Gains/(Losses) on investments' in the Statement of financial activities.

**2.9 DEBTORS**

Trade and other debtors are recognised at the settlement amount after any trade discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE YEAR ENDED 31 MARCH 2023

**2. ACCOUNTING POLICIES (CONTINUED)**

**2.10 CASH AT BANK AND IN HAND**

Cash at bank and in hand includes cash and short-term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account. Longer-term bank deposits with maturities of three months or more are recorded as current asset investments.

**2.11 LIABILITIES AND PROVISIONS**

Liabilities are recognised when there is an obligation at the Balance sheet date as a result of a past event, it is probable that a transfer of economic benefit will be required in settlement, and the amount of the settlement can be estimated reliably. Liabilities are recognised at the amount that the charitable company anticipates it will pay to settle the debt or the amount it has received as advanced payments for the goods or services it must provide.

**2.12 FINANCIAL INSTRUMENTS**

The charitable company only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value with the exception of bank loans which are subsequently measured at amortised cost using the effective interest method.

**2.13 PENSIONS**

The charitable company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the charitable company to the fund in respect of the year.

**2.14 FUND ACCOUNTING**

General funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charitable company and which have not been designated for other purposes.

Investment income, gains and losses are allocated to the appropriate fund.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

### 3. CRITICAL ACCOUNTING ESTIMATES AND AREAS OF JUDGEMENT

Estimates and judgements 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.

Critical accounting estimates and assumptions:

The charitable company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Critical areas of judgement:

#### Carrying value of investments

The trustees annually review the fixed asset investments for indicators that the fixed asset investments are impaired. The trustees consider factors such as the financial and non-financial performance of investments before determining whether an impairment charge is required.

### 4. INVESTMENT INCOME

	Unrestricted funds 2023 £	Total funds 2023 £	Total funds 2022 £
Investment income	230,710	230,710	-
Interest income	79,455	79,455	15,753
<b>Total 2023</b>	<b>310,165</b>	<b>310,165</b>	<b>15,753</b>
<i>Total 2022</i>	<i>15,753</i>	<i>15,753</i>	

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

### 5. RAISING FUNDS

	Unrestricted funds 2023 £	Total funds 2023 £	Total funds 2022 £
Investment management fees	18,259	18,259	-

### 6. ANALYSIS OF EXPENDITURE BY ACTIVITIES

	Direct costs 2023 £	Support costs 2023 £	Total funds 2023 £	Total funds 2022 £
General	577,510	45,546	623,056	226,875
<b>Total 2022</b>	<b>115,000</b>	<b>111,875</b>	<b>226,875</b>	

#### Analysis of direct costs

	2023 £	Total funds 2023 £	Total funds 2022 £
Staff costs	17,510	17,510	-
Grants payable to institutions	560,000	560,000	115,000
<b>Total 2023</b>	<b>577,510</b>	<b>577,510</b>	<b>115,000</b>
<b>Total 2022</b>	<b>115,000</b>	<b>115,000</b>	

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

### 6. ANALYSIS OF EXPENDITURE BY ACTIVITIES (CONTINUED)

#### Analysis of support costs

	2023 £	Total funds 2023 £	Total funds 2022 £
Staff costs	6,195	6,195	-
Depreciation	1,456	1,456	1,076
Other support costs	18,758	18,758	66,799
Governance costs	19,137	19,137	44,000
<b>Total 2023</b>	<b>45,546</b>	<b>45,546</b>	<b>111,875</b>
Total 2022	111,875	111,875	

Governance costs include an allocation of staff costs, depending on the time spent on these activities, amounting to £3,233 (2022 - £30,000).

### 7. AUDITOR'S REMUNERATION

	2023 £	2022 £
Fees payable to the charitable company's auditor for the audit of the charitable company's annual accounts	10,000	8,545

### 8. STAFF COSTS

	2023 £	2022 £
Wages and salaries	23,963	29,945
Contribution to defined contribution pension schemes	2,975	-
	<b>26,938</b>	<b>29,945</b>

The average number of persons employed by the charitable company during the year was as follows:

	2023	2022
Management	1	1

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

### 8. STAFF COSTS (CONTINUED)

No employee received remuneration amounting to more than £60,000 in either year.  
Total remuneration of key management personnel during the year was £26,775 (2022 - £29,945).

### 9. TRUSTEES' REMUNERATION AND EXPENSES

During the year, no Trustees received any remuneration or other benefits (2022 - £NIL).  
During the year ended 31 March 2023, expenses totalling £883 were reimbursed or paid directly to 2 Trustees (2022 - £NIL).

### 10. TANGIBLE FIXED ASSETS

	Computer equipment £
<b>Cost or valuation</b>	
At 1 April 2022	14,102
Additions	1,288
At 31 March 2023	15,390
<b>Depreciation</b>	
At 1 April 2022	10,169
Charge for the year	1,456
At 31 March 2023	11,625
<b>Net book value</b>	
At 31 March 2023	3,765
At 31 March 2022	3,933

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2023

**11. FIXED ASSET INVESTMENTS**

	Listed investments £	Unlisted investments £	Total £
<b>Cost or valuation</b>			
At 1 April 2022	-	218,808	218,808
Additions	34,989,308	-	34,989,308
Revaluations	264,148	-	264,148
	<u>35,253,456</u>	<u>218,808</u>	<u>35,472,264</u>
At 31 March 2023			

**12. DEBTORS**

	2023 £	2022 £
<b>Due within one year</b>		
Other debtors	5,098	2,895
Prepayments and accrued income	1,454	1,331
	<u>6,552</u>	<u>4,226</u>

**13. CURRENT ASSET INVESTMENTS**

	2023 £	2022 £
Treasury Reserves	<u>2,500,000</u>	-

**14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2023 £	2022 £
Trade creditors	1,252	1,903
Other taxation and social security	1,015	898
Accruals and deferred income	17,928	24,460
Accrued grants	140,000	-
	<u>160,195</u>	<u>27,261</u>

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2023

**15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2023 £	2022 £
Accrued grants	<u>420,000</u>	-

**16. STATEMENT OF FUNDS**
**Statement of funds - current year**

	Balance at 1 April 2022 £	Income £	Expenditure £	Gains/ (Losses) £	Balance at 31 March 2023 £
<b>Unrestricted funds</b>					
General Funds	<u>38,749,501</u>	<u>310,165</u>	<u>(641,315)</u>	<u>264,148</u>	<u>38,682,499</u>

**Statement of funds - prior year**

	Balance at 1 April 2021 £	Income £	Expenditure £	Gains/ (Losses) £	Balance at 31 March 2022 £
<b>Unrestricted funds</b>					
General Funds	<u>478,630</u>	<u>5,753</u>	<u>(226,875)</u>	<u>8,481,993</u>	<u>38,749,501</u>

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2023

**17. ANALYSIS OF NET ASSETS BETWEEN FUNDS****Analysis of net assets between funds - current year**

	<b>Unrestricted funds 2023 £</b>	<b>Total funds 2023 £</b>
Tangible fixed assets	3,765	<b>3,765</b>
Fixed asset investments	35,472,264	<b>35,472,264</b>
Current assets	3,786,665	<b>3,786,665</b>
Creditors due within one year	(160,195)	<b>(160,195)</b>
Creditors due in more than one year	(420,000)	<b>(420,000)</b>
<b>Total</b>	<b>38,682,499</b>	<b>38,682,499</b>

**Analysis of net assets between funds - prior year**

	Unrestricted funds 2022 £	Total funds 2022 £
Tangible fixed assets	3,933	3,933
Fixed asset investments	218,808	218,808
Current assets	38,554,021	38,554,021
Creditors due within one year	(27,261)	(27,261)
<b>Total</b>	<b>38,749,501</b>	<b>38,749,501</b>

**18. PENSION COMMITMENTS**

The charitable company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the charitable company in an independently administered fund. Contributions totalling £486 (2022 - £Nil) were payable to the fund at the balance sheet date and are included in creditors.

**19. RELATED PARTY TRANSACTIONS**

The charitable company has not entered into any related party transaction during the year, nor are there any outstanding balances owing between related parties and the charitable company at 31 March 2023.

**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MARCH 2023

**20. CONTINGENT ASSETS**

In respect of the sale of Roslin Cell Therapies in the prior year an amount of £4.02m is held in escrow until final tax reviews are completed in relation to the employee share scheme. At this time we are unable to quantify the tax liability, consequently it is not possible to determine how much, if any, of the funds held in escrow will be received by the charity. Additionally, under the terms of a previous agreement, one third of any balance returned to the charity will be payable to Scottish Enterprise.