

**COMPANY REGISTRATION NUMBER 00403200**

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

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**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2021**

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# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **OFFICERS AND PROFESSIONAL ADVISERS**

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### **THE BOARD OF DIRECTORS**

BJ Muir  
SL Carmel  
PS Kramer (appointed on 24 January 2022)

### **COMPANY SECRETARY**

A Abioye

### **REGISTERED OFFICE**

4 Pancras Square  
London  
N1C 4AG

### **AUDITOR**

Cooper Parry Group Limited  
Mindspace  
9 Appold Street  
London  
EC2A 2AP  
United Kingdom

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **STRATEGIC REPORT**

### **YEAR ENDED 31 DECEMBER 2021**

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The directors present their strategic report for the company for the year ended 31 December 2021.

#### **PRINCIPAL ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company during the year was that of an investment holding company.

The result and position of the company as at and for the year ended 31 December 2021 are set out in the statement of comprehensive income, statement of changes in equity and statement of financial position on pages 8, 9 and 10 respectively. The result and position of the company were in line with directors' expectations.

#### **RESULTS AND DIVIDENDS**

The company's profit for the financial year was £1,434,000 (2020 - profit £15,401,000). The retained profit for the year has been transferred to reserves.

The directors do not recommend payment of a dividend for the year ended 31 December 2021 (2020 - £Nil).

#### **KEY PERFORMANCE INDICATORS**

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

#### **PRINCIPAL RISKS AND UNCERTAINTIES AND FINANCIAL RISK MANAGEMENT**

The company operates as part of the Universal Music Group N.V. (the 'group') and all of its transactions are with fellow group undertakings.

As such its activities are dependent on the activities of the group as a whole. The risks and uncertainties facing the company are linked to those of the group. A detailed discussion of the group risks and uncertainties and financial risk management policies is contained in the Universal Music Group N.V. annual report.

The company is exposed to the following risks:

- interest rate fluctuations
- exchange rate movements

All risks and uncertainties are regularly monitored by the Board of Directors of the company.

Notwithstanding the risks and uncertainties outlined above, the directors do not anticipate any significant change in the activities and results of the company in the foreseeable future.

By Order of the board

DocuSigned by:  
*Paul Kramer*  
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PS Kramer  
Director

Date: 30 June 2022

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **DIRECTORS' REPORT**

### **YEAR ENDED 31 DECEMBER 2021**

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The directors present their report, together with the financial statements of the company for the year ended 31 December 2021.

The directors have included the following matters within the strategic report, otherwise required to be disclosed in the directors' report, as they are considered to be of strategic importance to the company.

- Results and dividends.
- Financial risk management objectives and policies.
- Principal risks and uncertainties.
- Future developments.

#### **DIRECTORS**

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

BJ Muir

SL Carmel

PS Kramer (appointed on 24 January 2022)

P Jassal (resigned on 24 January 2022)

#### **DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

A qualifying third party indemnity provision remains in force as at the date of approving the directors' report, subject to the provisions of section 236 of the Companies Act 2006. Universal Music Group N.V. the ultimate parent undertaking, maintains a Directors & Officers Liability Programme which indemnifies directors' personal liabilities resulting from alleged wrongful acts committed in the line of their employment.

#### **POLICY ON THE PAYMENT OF CREDITORS**

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers, provided that all trading terms and conditions have been complied with.

#### **DONATIONS**

The company made no charitable or political donations in either year.

## **E.M.I. OVERSEAS HOLDINGS LIMITED**

### **DIRECTORS' REPORT (continued)**

**YEAR ENDED 31 DECEMBER 2021**

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

The directors are responsible for preparing the annual report and 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), including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 year. In preparing these financial statements, the directors are required to:

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

#### **AUDITOR**

In so far as each of the directors at the date of approving this report are aware:

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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Pursuant to Section 487 of the Companies Act 2006, Cooper Parry Group Limited will be deemed to be reappointed and will therefore continue in office.

This report was approved by the Board and signed on their behalf.

DocuSigned by:

*Bola Abioye*

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A Abioye

Company Secretary

Date: 30 June 2022

Company Registration Number: 00403200

## **E.M.I. OVERSEAS HOLDINGS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.M.I. OVERSEAS HOLDINGS LIMITED**

**YEAR ENDED 31 DECEMBER 2021**

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#### **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

##### **Opinion**

We have audited the financial statements of E.M.I. Overseas Holdings Limited (the 'company') for the year ended 31 December 2021, which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity 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 company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006

##### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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 directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

##### **Other information**

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the 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.

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**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.M.I. OVERSEAS HOLDINGS LIMITED (continued)**  
**YEAR ENDED 31 DECEMBER 2021**

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**Opinions on other matters prescribed by the Companies Act 2006**

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

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

**Matters on which we are required to report by exception**

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

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

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

**Responsibilities of directors**

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

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



## **E.M.I. OVERSEAS HOLDINGS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF E.M.I. OVERSEAS HOLDINGS LIMITED (continued)**

**YEAR ENDED 31 DECEMBER 2021**

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

We assessed the susceptibility of the 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 analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- 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.
- reading the minutes of meetings of those charged with governance; enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence with HMRC, relevant regulators including the Health and Safety Executive, and the company's legal advisors.

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

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 directors 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.

#### **Other matters - unaudited comparatives**

Comparative information in the financial statements is derived from the company's prior period financial statements, which were not audited.

#### **Use of our report**

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



Steven Leith (Senior Statutory Auditor)  
For and on behalf of Cooper Parry Group Limited,

Mindspace, 9 Appold Street, EC2A 2AP London

Date: 30 June 2022

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**YEAR ENDED 31 DECEMBER 2021**

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	<b>Note</b>	<b>2021 £'000</b>	<b>2020 £'000</b>
Income from participating interests	<b>6</b>	<b>1,572</b>	15,440
Interest receivable and similar income	<b>7</b>	<b>44</b>	48
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>1,616</b>	15,488
Tax on profit	<b>8</b>	<b>(182)</b>	(87)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>1,434</b>	15,401


All of the activities of the company are classed as continuing operations.

The notes on pages 11 to 19 form part of these financial statements

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2021**

	Note	2021 £'000	2020 £'000 (RESTATED)
<b>FIXED ASSETS</b>			
Investments	9	1,080	1,080
		<u>1,080</u>	<u>1,080</u>
<b>CURRENT ASSETS</b>			
Debtors: Amounts falling due within one year	10	8,010	6,568
		<u>8,010</u>	<u>6,568</u>
<b>CREDITORS: Amounts falling due within one year</b>	11	(86)	(78)
<b>NET CURRENT ASSETS</b>		<u>7,924</u>	<u>6,490</u>
<b>NET ASSETS</b>		<u>9,004</u>	<u>7,570</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	12	500	500
Profit and loss account		<u>8,504</u>	<u>7,070</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>9,004</u>	<u>7,570</u>

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

DocuSigned by:  
  
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PS Kramer  
 Director

Date: 30 June 2022

Company Registration Number: 00403200

The notes on pages 11 to 19 form part of these financial statements

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**YEAR ENDED 31 DECEMBER 2021**

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	Share capital £'000	Profit & Loss Account £'000	Total share-holders' funds £'000
Balance brought forward at 31 December 2019	500	(8,331)	(7,831)
<b>Total comprehensive income</b>			
Profit for the year	-	15,401	15,401
Balance at 31 December 2020	500	7,070	7,570
<b>Total comprehensive income for the period</b>			
Profit for the year	-	1,434	1,434
<b>Balance carried forward at 31 December 2021</b>	<b>500</b>	<b>8,504</b>	<b>9,004</b>

The notes on pages 11 to 19 form part of these financial statements

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **YEAR ENDED 31 DECEMBER 2021**

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#### **1. GENERAL INFORMATION**

E.M.I. Overseas Holdings Limited is a private company limited by shares and incorporated in the UK under the Companies Act 2006 and registered in England and Wales. The registered office is 4 Pancras Square, London, N1C 4AG.

The principal activities of the company and the nature of its operations are set out in the strategic report on page 2.

#### **2. STATEMENT OF COMPLIANCE**

The company's financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

#### **3. ACCOUNTING POLICIES**

##### **Basis of preparation of financial statements**

These financial statements have been prepared on a going concern basis, under the historical cost convention. The financial statements are prepared in sterling, which is the functional currency of the company, and have been rounded to the nearest £'000.

##### **FRS 102 - Qualifying exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- from preparing a statement of cash flows and related notes;
- from preparing a reconciliation of the number of shares outstanding from the beginning to the end of the financial year;
- from disclosing related party transactions;
- from certain financial instrument disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments*.

This information is included in the consolidated financial statements of the company's ultimate parent undertaking, Universal Music Group N.V. copies of which can be obtained from 's-Gravelandseweg 80, 1217 EW Hilversum, The Netherlands.

##### **Going concern**

The Company's business activities, together with the factors likely to affect future developments, its financial exposures and its risk exposures are described in the strategic report.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources available to it to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

### **YEAR ENDED 31 DECEMBER 2021**

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#### **3. ACCOUNTING POLICIES (continued)**

##### ***Financial instruments***

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### ***Financial assets and liabilities***

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.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions of being 'basic' financial instruments as defined in paragraph 11.9 of FRS 102 are subsequently measured at amortised cost using the effective interest method.

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Other debt instruments not meeting conditions of being 'basic' financial instruments are measured at fair value through profit or loss.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

### **YEAR ENDED 31 DECEMBER 2021**

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#### **3. ACCOUNTING POLICIES (continued)**

##### **Impairment**

###### ***Impairment of assets***

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.

###### ***Non-financial assets***

An 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.

Where indicators exist for a decrease in impairment loss previously recognised, 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.

###### ***Financial assets***

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.

##### **Interest receivable and Interest payable**

Interest payable and similar charges include interest payable, finance charges, unwinding of the discount on provisions, and net foreign exchange losses that are recognised through profit or loss in the statement of comprehensive income.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue. Foreign currency gains and losses are reported on a net basis.

# **E.M.I. OVERSEAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

### **YEAR ENDED 31 DECEMBER 2021**

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#### **3. ACCOUNTING POLICIES (continued)**

##### **Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised through profit or loss in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associated and joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

##### **Critical accounting judgements and key sources of estimation uncertainty**

The directors may make judgements in the application of the accounting policies above that have a significant impact on the amounts recognised, and may make 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 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.

In preparing the financial statements for the year, the directors have concluded there are no critical judgments and key sources of estimation uncertainty to disclose.

#### **4. AUDITOR'S REMUNERATION**

The auditor's remuneration for the year ended 31 December 2021 was £5,000 (2020 - £Nil) and was borne by a fellow group company.



**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2021**

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**5. PARTICULARS OF EMPLOYEES**

The company had no employees during the year ended 31 December 2021 (2020 - no)

Emoluments for the directors of the Company are paid for by a fellow group company. The fellow group company has not recharged any amount to the Company (2020 - nil) on the basis that they are unable to make a reasonable apportionment of the portion of these total emoluments that relate to qualifying services provided by directors of the Company.

**6. INCOME FROM PARTICIPATING INTERESTS**

	<b>2021</b> <b>£'000</b>	2020 £'000
Income from participating interests	<u>1,572</u>	<u>15,440</u>
	<u><b>1,572</b></u>	<u><b>15,440</b></u>

**7. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2021</b> <b>£'000</b>	2020 £'000
Interest receivable from group undertakings	<u>44</u>	<u>48</u>
	<u><b>44</b></u>	<u><b>48</b></u>

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2021**

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**8. TAX ON PROFIT**

**(a) Analysis of tax charge in the year**

	<b>2021</b>	<b>2020</b>
	<b>£'000</b>	<b>£'000</b>
<b>Current tax:</b>		
<b>UK Taxation</b>		
Group relief payable for losses surrendered from other group undertakings	8	9
Foreign tax on income for the year	174	78
	<u>182</u>	<u>87</u>
Tax on profit	<u>182</u>	<u>87</u>

**(b) Factors affecting current tax charge**

The tax assessed on the profit on ordinary activities for the year is the same as than the standard rate of corporation tax in the UK of 19.0% (2020 - 19.0%).

Under the Finance Act 2021, the main rate of corporation tax was increased from 19% to 25% with effect from 1 April 2023. This change was substantively enacted for IFRS and UK GAAP purposes on 24 May 2021. Deferred tax assets and liabilities are measured at the rate that is enacted and expected to apply to the accounting period when the asset is realised or the liability is settled, based on the above rates.

	<b>2021</b>	<b>2020</b>
	<b>£'000</b>	<b>£'000</b>
Profit before taxation	1,616	15,488
Profit at the standard rate of UK Corporation tax of 19.0% (2020 - 19.0%)	307	2,943
Expenses not deductible for tax purposes	(299)	(2,934)
Foreign tax suffered in the period	174	-
Current tax charge for the financial year	<u>182</u>	<u>9</u>

**E.M.I. OVERSEAS HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2021**

**9. SUBSIDIARIES AND ASSOCIATES**

	<b>Shares In Subs/Grp £'000</b>	<b>Total £'000</b>
<b>COST</b>		
At 31 December 2020	15,490	15,490
Movement in the year	(13,494)	(13,494)
<b>At 31 December 2021</b>	<b>1,996</b>	<b>1,996</b>
<b>PROVISION FOR IMPAIRMENT</b>		
At 31 December 2020	14,410	14,410
Written off in year	(13,494)	(13,494)
<b>At 31 December 2021</b>	<b>916</b>	<b>916</b>
<b>NET BOOK VALUE</b>		
At 31 December 2021	<b>1,080</b>	<b>1,080</b>
At 31 December 2020	1,080	1,080

**Subsidiary and associates**

The subsidiary and related undertakings of the company as at 31 December 2021 are listed in note 15. The write off correspond to investment in liquidated companies.

**10. DEBTORS: Amounts due within one year**

	<b>2021 £'000</b>	<b>2020 £'000 (RESTATED)</b>
Amounts owed by group undertakings	<b>8,010</b>	6,568
	<b>8,010</b>	6,568

All amounts owed from fellow group undertakings are classified as current as they are repayable on demand. Interest rates on intercompany loans have been agreed between parties on a loan by loan basis.

**11. CREDITORS: Amounts falling due within one year**

	<b>2021 £'000</b>	<b>2020 £'000 (RESTATED)</b>
Amounts owed to group undertakings	<b>86</b>	78
	<b>86</b>	78

All amounts owed to fellow group undertakings are classified as current as they are repayable on demand. Interest rates on intercompany loans have been agreed between parties on a loan by loan basis.

**E.M.I. OVERSEAS HOLDINGS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2021****12. CALLED-UP SHARE CAPITAL****Authorised:**

	2021 No	£'000	2020 No	£'000
Ordinary shares of £1 each	500,100	500	500,100	500
	<u>500,100</u>	<u>500</u>	<u>500,100</u>	<u>500</u>

**Allotted, called up and fully paid:**

	2021 No	£'000	2020 No	£'000
Ordinary shares of £1 each	500,100	500	500,100	500
	<u>500,100</u>	<u>500</u>	<u>500,100</u>	<u>500</u>

**13. ULTIMATE PARENT COMPANY**

The immediate parent undertaking at 31 December 2021 is EMI Group International Holdings Limited. The ultimate parent undertaking and controlling party as at 31 December 2021 is Universal Music Group N.V.

The smallest and largest group in which the results of the company are consolidated is that headed by Universal Music Group N.V. a company incorporated in The Netherlands. Copies of its annual report in English may be obtained from:

's-Gravelandseweg 80

1217 EW Hilversum

The Netherlands

**14. PRIOR YEAR ADJUSTMENT**

Following the first year audit relating to the period ended 31 December 2021, we identified a reclassification of intercompany balances. The comparative figures in the primary statements and notes have been restated to reflect this reclassification. The effects of this adjustment are as follows:

	As originally stated £'000	2020 Impact of adjustment £'000	As restated £'000
<b>Statement of financial position:</b>			
<b>DEBTORS: Amounts due within one year</b>	28,289	(21,721)	6,568
<b>CREDITORS: Amounts falling due within one year</b>	(21,799)	21,721	(78)
<b>NET ASSETS</b>	<u>7,570</u>	<u>-</u>	<u>7,570</u>

**E.M.I. OVERSEAS HOLDINGS LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2021**

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**15. SUBSIDIARY AND ASSOCIATED COMPANIES**

<b>Company Name</b>	<b>Registered Office Address</b>	<b>Share Class</b>	<b>% Shareholding</b>
Universal Music S.A. [Chile]	Bucarest 150, oficina 504, Providencia, Santiago, Chile	n/a*	85.10
EMI Odeon Sociedad Anonima Industrial y Comercial	Jeronimo Salguero 3550, Ground Floor, Capital Federal, Buenos Aires, C1425DFR, Argentina	ordinary	90
EMI Music Egypt Ltd	22 Mohamed El Nady Street, Nasr City, Cairo, Egypt	ordinary	1

\* This company has no share capital