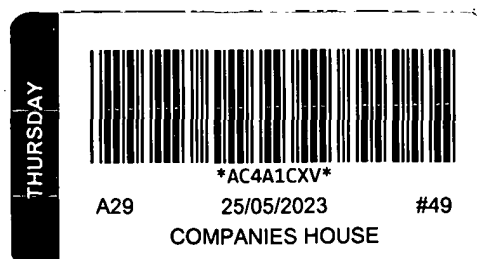


**COMPANY REGISTRATION NUMBER 01154197**

**TRINFOLD MANAGEMENT LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2022**



**TRINFOLD MANAGEMENT LIMITED**  
**FINANCIAL STATEMENTS**  
**YEAR ENDED 31 DECEMBER 2022**

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# **TRINFOLD MANAGEMENT LIMITED**

## **OFFICERS AND PROFESSIONAL ADVISERS**

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### **THE BOARD OF DIRECTORS**

WG Curbishley  
BJ Muir  
RN Rosenberg  
SL Carmel  
PS Kramer

### **COMPANY SECRETARY**

A Abioye

### **REGISTERED OFFICE**

4 Pancras Square  
London  
N1C 4AG

### **AUDITOR**

Cooper Parry Group Limited  
Mindspace  
9 Appold Street  
London  
EC1A 2AP  
United Kingdom

# TRINFOLD MANAGEMENT LIMITED

## STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2022

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

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was involvement in the music and entertainment business.

The result and position of the company as at and for the year ended 31 December 2022 are set out in the statement of comprehensive income, statement of financial position and statement of changes in equity pages 11, 12 and 13 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 £687,729 (2021 - loss £210,410). 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 2022 (2021 - £Nil)

### KEY PERFORMANCE INDICATORS

The company uses a variety of performance indicators to review historical performance and plan for the future. The key indicators are turnover and gross profit margin, as described below.

#### *Turnover*

Turnover levels increased by +343% on the prior year. This is largely due to last year disruption to planned tours caused by the Covid-19 pandemic.

#### *Gross profit margin*

The company's gross profit margin fell from 98% to 67% this year. This was the result of the revenue coming back to acceptable levels post pandemic.

### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company uses a variety of financial instruments including cash, equity instruments and various instruments such as artist advances, trade receivables and trade payables that arise directly from its operations.

The directors are of the view that the main risks arising from the company's financial instruments are exchange rate risk, interest rate risk, liquidity risk and credit risk, as summarised below:

#### *Exchange rate risk*

Exchange rate fluctuation presents a risk because some service rendered are priced in overseas currencies, and certain balances are denominated in currencies other than Sterling. The directors do not consider that the potential downside is significant enough to require hedging but continue to monitor the potential risk.

#### *Liquidity risk*

The company manages its financial risk by ensuring liquidity is sufficient to meet future needs, and that sufficient funding is in place before any new commitments are entered into. The cash position and cash flow forecasts are monitored by management on a regular basis.

#### *Credit risk*

The principal credit risk arises from trade debtors. Management approve credit terms for all new customers, and maintain a clean debtors ledger.

# TRINFOLD MANAGEMENT LIMITED

## STRATEGIC REPORT (continued)

YEAR ENDED 31 DECEMBER 2022

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### PRINCIPAL RISKS AND UNCERTAINTIES

The company is faced with similar risks and uncertainties as other companies operating in the recording music business, broadly:

- competition from alternative entertainment products;
- price pressure from the increased presence of supermarkets in the music market and their threat to survival of independent music retailers;
- the threat of a devalued product due to piracy and the illegal use of music;
- uncertainty as to whether the growth in the subscription services market can replace the decline in the physical and download market; and
- interest rate fluctuations.

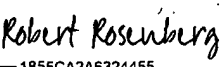
All risks and uncertainties are regularly monitored by the Board of Directors of the company.

The directors will continue to monitor the situation and how it impacts the company's operations on an ongoing basis.

### FUTURE DEVELOPMENTS

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:  
  
1855CA2A6324455...

RN Rosenberg  
Director

Date: 17 May 2023

# **TRINFOLD MANAGEMENT LIMITED**

## **DIRECTORS' REPORT**

### **YEAR ENDED 31 DECEMBER 2022**

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The directors present their report, together with the financial statements and the auditor's report of the company for the year ended 31 December 2022.

The have included the following matters with 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:

WG Curbishley

BJ Muir

RN Rosenberg

SL Carmel

PS Kramer (appointed 24 January 2022)

P Jassal (resigned 24 January 2022)

There were no changes to the directors during 2023.

### **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.

# **TRINFOLD MANAGEMENT LIMITED**

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

**YEAR ENDED 31 DECEMBER 2022**

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### **DONATIONS**

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

### **GOING CONCERN - CONTINUED SUPPORT FROM PARENT UNDERTAKING**

The financial statements have been prepared on the going concern basis as the company has received confirmation from Universal Music Group N.V., the company's intermediate parent undertaking, of its intention to continue to provide financial and other support to the extent necessary to enable the company to continue to pay its liabilities as and when they become due for a period of not less than one year from the date of approval of these financial statements. Having regard to this intention, and the ability of Universal Music Group N.V. to provide such support if necessary, the directors believe it is appropriate to prepare these financial statements on a going concern basis.

### **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 and 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; 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.

# TRINFOLD MANAGEMENT LIMITED

## DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2022

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### AUDITOR

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order 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.

The auditor, Cooper Parry Group Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

By order of the board

DocuSigned by:

*Bola Abioye*

8C3863FB990C4CC...

A Abioye

Company Secretary

Date: 17 May 2023

Company Registration Number: 01154197



# **TRINFOLD MANAGEMENT LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRINFOLD MANAGEMENT LIMITED**

**YEAR ENDED 31 DECEMBER 2022**

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

#### **Opinion**

We have audited the financial statements of Trifold Management Limited (the 'company') for the year ended 31 December 2022, 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 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### **Basis for opinion**

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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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## **TRINFOLD MANAGEMENT LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRINFOLD MANAGEMENT LIMITED (continued)**

**YEAR ENDED 31 DECEMBER 2022**

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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 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.

# TRINFOLD MANAGEMENT LIMITED

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRINFOLD MANAGEMENT LIMITED (continued)

YEAR ENDED 31 DECEMBER 2022

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### 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

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.

# TRINFOLD MANAGEMENT LIMITED

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRINFOLD MANAGEMENT LIMITED (continued)

YEAR ENDED 31 DECEMBER 2022

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

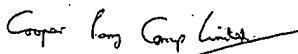
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

### 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

London, United Kingdom

Date: 19 May 2023

Company Registration Number: 01154197

**TRINFOLD MANAGEMENT LIMITED**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>TURNOVER</b>	<b>4</b>	<b>4,188,959</b>	944,733
Cost of sales		<u>(1,372,950)</u>	<u>(17,221)</u>
<b>GROSS PROFIT</b>		<b>2,816,009</b>	927,512
Administrative expenses		(2,232,468)	(2,080,277)
Other operating income		<u>3,166</u>	<u>897,518</u>
<b>OPERATING PROFIT/(LOSS)</b>	<b>5</b>	<b>586,706</b>	(255,248)
Interest receivable and similar income	<b>8</b>	<b>429,044</b>	50,770
Interest payable and similar charges	<b>9</b>	<u>(126,756)</u>	<u>(14,827)</u>
<b>PROFIT/(LOSS) BEFORE TAXATION</b>		<b>888,994</b>	(219,304)
Tax on profit/(loss)	<b>10</b>	<u>(201,265)</u>	<u>8,894</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		<b>687,729</b>	(210,410)


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

**The notes on pages 14 to 26 form part of these financial statements**

**TRINFOLD MANAGEMENT LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>FIXED ASSETS</b>			
Property, plant & equipment	11	102	13,389
Investments	12	461,377	430,963
		<u>461,479</u>	<u>444,352</u>
<b>CURRENT ASSETS</b>			
Debtors: Amounts falling due within one year	13	13,875,835	13,128,225
Cash		638	123
		<u>13,876,474</u>	<u>13,128,348</u>
<b>CREDITORS: Amounts falling due within one year</b>	14	(9,789,723)	(9,657,570)
<b>NET CURRENT ASSETS</b>		<u>4,086,750</u>	<u>3,470,778</u>
<b>NET ASSETS</b>		<u>4,548,229</u>	<u>3,915,130</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	16	100	100
Profit and loss account		4,548,129	3,915,030
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>4,548,229</u>	<u>3,915,130</u>

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

DocuSigned by:  
  
 RN Rosenberg  
 Director

Date: 17 May 2023

The notes on pages 14 to 26 form part of these financial statements

**TRINFOLD MANAGEMENT LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**YEAR ENDED 31 DECEMBER 2022**

	Share capital £	Profit & Loss Account £	Total share-holders' funds £
Balance brought forward at 1 January 2021	100	4,125,441	4,125,541
<b>Total comprehensive income for the period</b>			
Loss for the year	-	(210,410)	(210,410)
Balance brought forward at 1 January 2022	100	3,915,030	3,915,130
<b>Total comprehensive income for the period</b>			
Profit for the year	-	687,729	687,729
<b>Balance carried forward at 31 December 2022</b>	<b>100</b>	<b>4,548,129</b>	<b>4,548,229</b>

The notes on pages 14 to 26 form part of these financial statements

# TRINFOLD MANAGEMENT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### YEAR ENDED 31 DECEMBER 2022

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#### 1. GENERAL INFORMATION

Trinifold Management 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 pages 2 to 3.

#### 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 £.

##### FRS 102 - Qualifying exemptions

The company meets the definition of a qualifying entity under FRS 102 and has therefore 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 disclosures;
- from disclosing key management personnel compensation;
- from certain financial instrument disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instruments*; and

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

##### Going concern - continued support from parent undertaking

The financial statements have been prepared on the going concern basis as the company has received confirmation from Universal Music Group N.V., the company's intermediate parent undertaking, of its intention to continue to provide financial and other support to the extent necessary to enable the company to continue to pay its liabilities as and when they become due for a period of not less than one year from the date of approval of these financial statements. Having regard to this intention, and the ability of Universal Music Group N.V. to provide such support if necessary, the directors believe it is appropriate to prepare these financial statements on a going concern basis.



# TRINFOLD MANAGEMENT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

### YEAR ENDED 31 DECEMBER 2022

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### 3. ACCOUNTING POLICIES (continued)

#### **Turnover**

Turnover comprises the value of management commission, commission on recording, publishing, merchandising and similar artist income and commission on tour income. It is stated net of VAT, discounts and returns.

#### **Management Commission**

Management commission income is recognised when a right to consideration has been established, the commissions can be reliably quantified and receipt of such commissions is considered certain in normal circumstances, this results in revenue being recognised in the period in which the managed artist realises income from their contractual arrangements with third parties, thus triggering the manager's right to commission.

#### **Commission on recording, publishing, merchandising and similar artist income**

Where an artist has contracted with a third party to receive stage payments of advances, commission income is recognised when the artist receives, or becomes contractually due to receive these payments, for example, where a managed artist has a contract with a record company.

#### **Commission on tour income**

Commission is recognised on concerts played in the period. Where a tour straddles the end of the period, commission income is recognised only in respect of those concerts played before the period end. Where final accountings for concerts played in the period are not available, the amount of commissionable income to be recognised is assessed based on the contractual terms and the best information available as to concert attendances and takings. In the absence of better information, this estimate is based on the minimum level of income guaranteed to the managed artist by the promoter.

#### **Other operating income**

Income is recognised related to insurance policies on which claims have been made during the year. The income is recognised at the point at which the underlying event is cancelled.

#### **Investments in Associates**

Investments in Associates are held at cost less accumulated impairment losses.

#### **Property, plant and equipment**

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

#### **Depreciation**

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

Plant & Machinery      3 years straight line

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

# **TRINFOLD MANAGEMENT LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **YEAR ENDED 31 DECEMBER 2022**

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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.

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

#### **Impairment (excluding inventories and deferred tax assets)**

##### ***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.

##### ***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.

# **TRINFOLD MANAGEMENT LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **YEAR ENDED 31 DECEMBER 2022**

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

#### **Employee benefits**

##### **Pension costs and other post-retirement benefits**

The company participates in a pension scheme in the UK, ultimately operated by Universal Music Group N.V.; the Universal Music Group Pension Scheme ("UMGPS" or "the Scheme"). The Scheme is a mixed defined benefit and defined contribution Scheme and operates on a pre-funded basis.

In respect of employees of the Company, Company contributions to the defined contribution section are charged to the statement of comprehensive income as they become payable in accordance with the rules of the Scheme. The defined contribution section of the Scheme closed to future accrual from 31 March 2011.

With effect from 1 April 2011, defined contribution accrual is under a contract based Group Personal Pension ("GPP") arrangement operated by Standard Life. In respect of employees of the Company, Company contributions to the GPP are charged to the statement of comprehensive income as they become payable.

FRS 102 requires that the Scheme's underlying assets and liabilities can be allocated to the entities sponsoring the Scheme. This allocation could not be done on a consistent and reasonable basis for Trifold Management Limited alone.

##### **Provisions**

Provisions are recognised when the company has a present obligation (legal or constructive) 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.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

##### **Leases**

###### ***The company as lessee***

Assets held under finance leases, hire purchase contracts and other similar arrangements, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets at the fair value of the leased asset (or, if lower, the present value of the minimum lease payments as determined at the inception of the lease) and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits rescind receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022**

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

**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 is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**Foreign currencies**

Transactions in foreign currencies are translated to the company's functional currency at the foreign exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Foreign exchange differences arising on translation are recognised through profit or loss in the statement of comprehensive income.

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022****3. ACCOUNTING POLICIES (continued)****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.

**Recoverability of trade debtors**

An allowance for bad debt is netted off against trade debtors. The bad debt allowance requires management's best estimate of the recoverability of trade debtors. The recoverability of trade debtors is based on debtor payment trends and knowledge of the business.

**Accrued income**

Where final accountings for concerts played in the period are not available, the amount of commissionable income to be recognised is assessed based on the contractual terms and the best information available as to concert attendances and takings. In the absence of better information, this estimate is based on the minimum level of income guaranteed to the managed artist by the promoter.

**4. TURNOVER****Turnover by activity is as follows:**

	2022 £	2021 £
Royalties	183,521	782,595
Touring Income	4,091,938	162,138
	<u>4,188,959</u>	<u>944,733</u>

Turnover by source is exclusively derived in the United Kingdom.

**5. OPERATING PROFIT****Operating profit is stated after charging/(crediting):**

	2022 £	2021 £
Depreciation of owned fixed assets (note 11)	13,287	2,417
Auditor's remuneration	15,000	14,500
<b>Operating lease costs:</b>		
- Land and buildings	150,818	128,272
Insurance claims received	<u>(3,166)</u>	<u>(897,518)</u>

**TRINFOLD MANAGEMENT LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2022**

**6. PARTICULARS OF EMPLOYEES**

The average number of staff employed by the company during the financial year amounted to:

	2022 No	2021 No
Number of administrative staff	8	8

**7. DIRECTORS' REMUNERATION**

The directors' aggregate remuneration in respect of qualifying services were:

	2022 £	2021 £
Aggregate emoluments	1,478,000	1,427,000
	<u>1,478,000</u>	<u>1,427,000</u>

The emoluments of four directors (2021: three) were paid and borne by other fellow group undertakings and they received no remuneration in respect of their services to the company. The directors are deemed to be the only key management personnel in Trinifold Management Limited.

No retirement benefits are accruing to the directors under the defined contribution section of the Universal Music Master Trust 'Master Trust' arrangement (2021: one). Six directors, one of whom was the highest paid director were not members of any retirement benefit schemes

Remuneration of highest paid director:

	2022 £	2021 £
Directors' emoluments	820,000	790,000
	<u>820,000</u>	<u>790,000</u>

Six directors, including the highest paid director did not exercise any share options in the year (2021: none).

Six directors, including the highest paid directors were granted share options by the company's ultimate parent company (2021: one).

The amounts receivable under the group's long-term performance scheme were £nil (2021: £nil).

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022****8. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2022 £	2021 £
Interest receivable from group undertakings	429,044	50,770
	<u>429,044</u>	<u>50,770</u>

**9. INTEREST PAYABLE AND SIMILAR CHARGES**

	2022 £	2021 £
Interest payable to group undertakings	126,756	14,827
	<u>126,756</u>	<u>14,827</u>

**TRINFOLD MANAGEMENT LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2022**

**10. TAX ON PROFIT**

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

	2022 £	2021 £
<b>Current tax:</b>		
<b>UK Taxation</b>		
In respect of the year		
Adjustments in respect of previous years	171	-
Group relief (receivable)/payable for losses surrendered to/claimed from other group undertakings	203,974	(9,046)
Total current tax	<u>204,145</u>	<u>(9,046)</u>
<b>Deferred tax:</b>		
Origination and reversal of timing differences	2,807	152
Adjustments in respect of prior periods	73	-
Total deferred tax	<u>2,880</u>	<u>152</u>
Tax on profit/(loss)	<u>201,265</u>	<u>(8,894)</u>

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

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 19% (2021 - 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.

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.

	2022 £	2021 £
Profit/(Loss) before taxation	888,994	(219,304)
Profit/(Loss) at the standard rate of UK Corporation tax of 19.0% (2021: 19.0%)	168,909	(41,668)
Expenses not deductible for tax purposes	32,932	32,640
Adjustments in respect of previous periods	98	-
Impact of statutory rate change	(674)	- 134
Current tax charge/(credit) for the financial year	<u>201,265</u>	<u>(8,894)</u>

**(c) Factors that may affect future tax charges**

The company has a total unutilised tax loss carried forward estimated at £Nil (2021 - £Nil), which may reduce future tax charges. No deferred tax asset has been recognised in respect of these losses due to uncertainty as to their future recoverability.



**TRINFOLD MANAGEMENT LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**YEAR ENDED 31 DECEMBER 2022**

**11. PROPERTY, PLANT & EQUIPMENT**

	<b>Leasehold Properties £</b>	<b>Plant &amp; Machinery £</b>	<b>Total £</b>
<b>COST</b>			
At 1 January 2022	43,508	443,865	488,163
Write off	(43,508)	-	(43,508)
<b>At 31 December 2022</b>	<b>-</b>	<b>443,865</b>	<b>443,865</b>
<b>DEPRECIATION</b>			
At 1 January 2022	43,508	430,476	473,984
Write off	(43,508)	-	(43,508)
Charge for the year	-	13,287	13,287
<b>At 31 December 2022</b>	<b>-</b>	<b>443,763</b>	<b>443,763</b>
<b>NET BOOK VALUE</b>			
<b>At 31 December 2022</b>	<b>-</b>	<b>102</b>	<b>102</b>
At 31 December 2021	-	13,389	13,389

**12. INVESTMENT IN ASSOCIATES**

	<b>2022 £</b>	<b>2021 £</b>
At 1 January	430,963	400,000
Additions	200,000	200,000
Impairment	(169,586)	(169,037)
<b>As at 31 December</b>	<b>461,377</b>	<b>430,963</b>

In February 2022 an additional investment of £200,000 was made in Trinifold Sports Management Limited. Trinifold Management Limited's share of ownership increased to 32.3% following this purchase. No dividends and other distributions were recognised as income during the period. The impairment is due to Trinifold Sport Management Limited loss for the year.

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022****13. DEBTORS: Amounts falling due within one year**

	2022 £	2021 £
Trade debtors	368,586	330,244
Amounts owed by group undertakings	12,201,149	11,210,939
Other taxation and social security	-	442
VAT recoverable	-	2,588
Other debtors	471,017	1,038,429
Prepayments and accrued income	832,766	545,583
Deferred taxation (note 15)	2,317	-
	<u>13,875,835</u>	<u>13,128,225</u>

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.

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

	2022 £	2021 £
Amounts owed to group undertakings	9,537,960	9,655,434
Corporation tax	-	1,574
Other taxation and social security	15,283	-
Accruals and deferred income	236,480	-
Deferred taxation (note 15)	-	563
	<u>9,789,723</u>	<u>9,657,570</u>

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022****15. DEFERRED TAXATION**

The movement in the deferred taxation account during the year was:

	2022 £	2021 £
Balance brought forward	(563)	(411)
Deferred taxation on ordinary activities account movement arising during the year	2,880	(152)
Provision carried forward	<u>2,317</u>	<u>(563)</u>

Deferred taxation consists of the tax effect of timing differences in respect of:

	2022 £	2021 £
Excess of depreciation over taxation allowances	2,317	(563)
	<u>2,317</u>	<u>(563)</u>

**TRINFOLD MANAGEMENT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)****YEAR ENDED 31 DECEMBER 2022****16. SHARE CAPITAL****Authorised:**

	2022		2021	
	No	£	No	£
Ordinary shares of £1 each	100	100	100	100
	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

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

	2022		2021	
	No	£	No	£
Ordinary shares of £1 each	100	100	100	100
	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

**17. RELATED UNDERTAKINGS**

Company Name	Registered Office Address	Share Class	% Shareholding
Trinifold Sports Management Limited	12 Oval Road, London, United Kingdom, NW1 7DH	Ordinary	32.3

The above investment in Trinifold Sports Management Limited was acquired on 30th December 2020.

**18. ULTIMATE PARENT COMPANY**

The immediate parent undertaking is Universal SRG Group Limited. The ultimate parent undertaking and controlling party as at 31 December 2022 is Universal Music Group N.V.

The smallest and largest group in which the result of the company is consolidated is that headed by Universal Music Group N.V. Copies of its annual report in English may be obtained from its registered office at:

Universal Music Group  
's-Gravelandseweg 80  
1217 EW Hilversum  
The Netherlands