

Company registration number 11517267 (England and Wales)

MAVIN GLOBAL HOLDINGS LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022
PAGES FOR FILING WITH REGISTRAR

MAVIN GLOBAL HOLDINGS LIMITED

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MAVIN GLOBAL HOLDINGS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

	Notes	2022 \$	\$	2021 \$	\$
Fixed assets					
Intangible assets	4	4,647,855		4,206,555	
Investments	5		1		1
		<u>4,647,856</u>		<u>4,206,556</u>	
Current assets					
Debtors falling due after more than one year	7	445,800		445,800	
Debtors falling due within one year	7	7,280,287		6,144,188	
		<u>7,726,087</u>		<u>6,589,988</u>	
Creditors: amounts falling due within one year	8	<u>(2,472,707)</u>		<u>(593,120)</u>	
Net current assets		<u>5,253,380</u>		<u>5,996,868</u>	
Total assets less current liabilities		<u>9,901,236</u>		<u>10,203,424</u>	
Capital and reserves					
Called up share capital	9	30		30	
Share premium account		13,841,249		13,841,249	
Profit and loss reserves		<u>(3,940,043)</u>		<u>(3,637,855)</u>	
Total equity		<u>9,901,236</u>		<u>10,203,424</u>	

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 14 August 2023 and are signed on its behalf by:

Tega Oghenejobo
Director

Company Registration No. 11517267

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Mavin Global Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is 27 Old Gloucester Street, London, England, WC1N 3AX.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in US dollars, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \$.

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

1.3 Intangible fixed assets - goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill has been amortised over 10 years.

1.4 Intangible fixed assets other than goodwill

Intellectual property is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses and is amortised over 10 years.

1.5 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Basic financial assets

Basic financial assets include debtors.

Debtors

Debtors do not carry any interest and are stated at their nominal value. Appropriate allowances for estimated irrecoverable amounts are recognised in the Profit and Loss account when there is objective evidence that the asset is impaired.

Classification of financial liabilities

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.

Basic financial liabilities

Basic financial liabilities include creditors. Creditors are not interest bearing and are stated at their nominal value.

1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.9 Foreign exchange

Transactions in currencies other than US dollars are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Total	-	-
	==	==

3 Taxation

There is no UK corporation tax charge for the current period due to the incidence of tax losses.

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Intangible fixed assets

	Goodwill	Intellectual property	Total
	\$	\$	\$
Cost			
At 1 January 2022	4,500,000	1,214,403	5,714,403
Additions	-	1,125,267	1,125,267
At 31 December 2022	4,500,000	2,339,670	6,839,670
Amortisation and impairment			
At 1 January 2022	1,312,500	195,348	1,507,848
Amortisation charged for the year	450,000	233,967	683,967
At 31 December 2022	1,762,500	429,315	2,191,815
Carrying amount			
At 31 December 2022	2,737,500	1,910,355	4,647,855
At 31 December 2021	3,187,500	1,019,055	4,206,555

On 25 January 2019 Michael Collins Ajereh transferred his 100% interest in the Intellectual Property of Mavin Records Limited to Mavin Global Holdings Limited in exchange for 1,000 Series B Preferred shares. The nominal value of the shares was \$0.0125 per share and the consideration value was \$4,500 per share. This resulted in a Share premium of \$4,499,987.50 and the Intellectual Property received was treated as Goodwill with a value of \$4,500,000.

5 Fixed asset investments

	2022	2021
	\$	\$
Shares in group undertakings and participating interests	1	1

6 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
MG Entertainment Nigeria Limited	Nigeria	Ordinary	99.00

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Capital and Reserves	Profit/(Loss)
	\$	\$
MG Entertainment Nigeria Limited	(245,956)	202,623

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

7 Debtors

	2022	2021
	\$	\$
Amounts falling due within one year:		
Trade debtors	5,672,306	1,730,023
Amounts owed by group undertakings	909,541	3,964,063
Other debtors	698,440	450,102
	<u>7,280,287</u>	<u>6,144,188</u>
	<u><u>7,280,287</u></u>	<u><u>6,144,188</u></u>
Amounts falling due after more than one year:		
	\$	\$
Other debtors	445,800	445,800
	<u>445,800</u>	<u>445,800</u>
	<u><u>445,800</u></u>	<u><u>445,800</u></u>
Total debtors	<u><u>7,726,087</u></u>	<u><u>6,589,988</u></u>

Included within other debtors due after more than one year is an amount of \$445,800 due from one of the directors. As the amount owed is regarding unpaid share capital only, no S455 tax or interest at a commercial rate have been charged on this loan.

8 Creditors: amounts falling due within one year

	2022	2021
	\$	\$
Trade creditors	1,767,440	532,542
Taxation and social security	518,285	5,891
Other creditors	186,982	54,687
	<u>2,472,707</u>	<u>593,120</u>
	<u><u>2,472,707</u></u>	<u><u>593,120</u></u>

MAVIN GLOBAL HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

9 Called up share capital

	2022	2021
	\$	\$
Preference share capital		
Issued and fully paid		
1,000 Series A Preferred share of \$0.0125 each	12.50	12.50
743 Series B Preferred share of \$0.0125 each	9.30	9.30
444 Series C Preferred share of \$0.01 each	4.44	4.44
356 Series D Preferred share of \$0.01 each	3.56	3.56
	<u>29.80</u>	<u>29.80</u>

As at 31 October 2022 the company's shareholders are:

Series A Preferred shares - 1,000 shares held by Kupanda MG Holdings LLC

Series B Preferred shares - 743 shares held by Michael Collins Ajereh

Series C Preferred shares - 222 shares held by Kupanda MG Holdings LLC, 111 shares held by Amalfi-MSA Investors LP and 111 shares held by TX Evolution LLC

Series D Preferred shares - 356 shares held by TX Evolution LLC

During the previous year 356 Series D preferred shares were issued with a nominal value of \$0.01 each and the amount of consideration paid was \$3,503,937 resulting in a share premium of \$3,503,934.

10 Related party transactions

Included in debtors is an amount of \$909,541 (2021 - \$3,964,063) due from the subsidiary, MG Entertainment Nigeria Limited. The loan is interest free and is repayable on demand.

Included in debtors is an amount of \$445,800 (2021 - \$445,800) due from Michael Collins Ajereh in respect of unpaid shares. The loan is interest free and is repayable on demand.

During the year, MG Entertainment Nigeria Limited provided intellectual property to the company amounting to \$1,125,267 (2021 - \$475,335).

During the year, MG Entertainment Nigeria Limited provided management services to the company amounting to \$2,208,839 (2021 - \$1,013,569).

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.