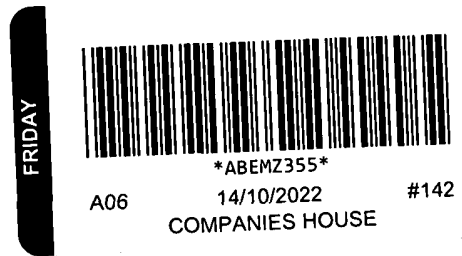


Mavenir Systems Limited
Annual Report and Financial Statements
For the year ended 31 January 2022



Company Registration No. 02693122

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

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Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Company Information

Registered Office

Reading International Business Park
Part Spur AG
Basingstoke Road
Reading
Berkshire
RG2 6DH

Company number:

02693122

The Board of directors:

T Hungle
R Thorn
M Knobloch
C Gilbert

Independent Auditors:

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
3 Forbury Place
23 Forbury Road
Reading
Berkshire
RG1 3JH

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Strategic report (continued)

The Directors present their Strategic report and audited financial statements of Mavenir Systems Limited ("the Company") for the year ended 31 January 2022.

Principal activities and review of the business

The principal activity of the Company is to provide digital communications solutions for communication service providers (or CSPs), Over-The-Top (or OTT) providers and enterprises. The Company offers a portfolio of professional services designed to help its customers improve and streamline operations, identify revenue opportunities, reduce costs and maximise financial flexibility. For CSPs, the Company's products are designed to help enhance the customer life cycle to improve customer loyalty, lower customer churn and drive higher adoption of new services to increase average revenue per user (or ARPU) levels. For enterprises, the Company offers revenue management solutions to the global carrier industry to provide a comprehensive carrier-grade cloud-based monetisation management platform for enterprises delivering services for connected consumers in other industries.

In addition, the Company acts as an entrepreneur for its own technology, entrepreneur for certain technology owned by other Group companies and is a G&A cost sharing entity. Therefore, the Company's revenues and costs also include charges to and from other Group companies in respect of those activities. The Company results are consolidated in the results of the Company's parent, Mavenir Group Holdings Limited ("MGH"), a company incorporated in England and Wales, whose financial statements are publicly available. Mavenir Group Holdings Limited is the parent undertaking of the smallest group undertakings (the "Group") to consolidate the results and financial position of the Company as at 31 January 2022.

Business review and future developments

The Company delivered a strong performance throughout the year. The primary key performance indicators used by the Company to assess its performance include turnover, gross profit and earnings before interest, tax, depreciation and amortisation ("EBITDA").

Turnover has increased by 23% to £166.8 million (2021: £135.5 million) mainly on product revenue. Our product revenue growth was primarily the result of an increase in bookings from three new customers during the year. This is slightly offset by lower service revenue mainly from a reduction in legacy messaging deployments that did not renew the service. Gross profit has decreased by 29% to £44.1 million (2021: £62.2 million). This is mainly attributed to higher costs to other Group companies where the Company sold products as a distributor for products and solutions owned by other Group companies, and as such the gross profit on those sales is much lower than its own products.

The Company's EBITDA, excluding foreign exchange movement, was £15.7 million (2021: £41.3 million). This is mainly due to lower gross profit and increase in staff and contractor costs as a result of increases in headcount during the year.

The Company had net assets as at 31 January 2022 of £75.5 million (2021: £51.4 million).

The Company continues to evolve the products and solutions offerings to be relevant to the telecommunications market. The international wireless and fixed line telecommunications marketplace is intensely competitive, rapidly evolving and characterised by constant technological change, changing customer needs and new product introductions.

The Company's customers are typically large, multinational companies as well as smaller, high growth operators focussing on national markets. The Company's products are sophisticated software systems that are critical to the business operations of its customers, who depend heavily on its products for critical aspects of their operations, such as revenue generation or customer relationship management.

The Directors are confident about future prospects and do not anticipate any change in the nature of the business carried out by the Company.

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Strategic report (continued)

Going concern

The Company is in a net assets position. The Directors have received a letter of support from the Board of MGH stating that the parent intends to provide such financial support to the Company as may be required to enable it to carry on business as a going concern for at least the next twelve months from the date of signing the financial statements.

The Directors have a reasonable expectation that the Group's financial position is such that it is able to offer the required support to the Company hence they continue to adopt the going concern basis in preparing the financial statements.

The Group's results in the year ended 31 January 2022 to date and cash held at the issuance of their report, the expectation, which is based on the Board's approved forecasts, is that the Group will continue to meet its debts and liabilities, including its loan covenants, for a period of at least twelve months from the date of signing these financial statements without any additional proceeds of debt or issuances of equity.

The Directors have considered the impact of COVID-19 on going concern. The Group is able to continue to operate with its employees and its supply chain in order to continue to support customers. The customer base is telecommunication companies and mobile network operators who, to date, have been resilient to COVID-19 as critical infrastructure is even more in demand. Credit risk on customers is also considered to remain low. Customers may defer starting projects, but this is not expected to significantly impact results in the next 12 months.

As such, the Directors consider it appropriate to prepare the financial statements on a going concern basis.

Principal risks and uncertainties

The Company's function as a digital communications services provider for the Group means that it is dependent for its revenues upon its own performance in the digital communications market in various countries. The digital communications market is subject to a number of commercial, contractual, and operational risks.

The risks that the Company is exposed to are managed at the Group level and the nature of the risk and risk management principles applied are disclosed in the consolidated financial statements of the Group parent company, Mavenir Group Holdings Limited, a company registered in England and Wales. The consolidated financial statements are publicly available at the address disclosed in Note 26.

Financial risk management objectives and policies

The Company's activities expose it to a variety of financial risks that include the effects of changes in market prices, credit risk, foreign currency risk, liquidity risk and interest rate risk. The Company's overall risk management programme seeks to minimise the potential adverse effects on the Company's financial performance. These risks are managed at the Group level and the nature of the risk and risk management principles applied are disclosed in the consolidated financial statements of the parent undertaking, Mavenir Group Holdings Limited.

Price risk

Inflation affects the price of business inputs such as labour and materials. In some cases, it is difficult for a business to pass these costs on to their customers as higher prices resulting in declining margins. Although, the Company believes that the demand for its products and services may grow due to the rollout of 4G/LTE and 5G networks, the current high inflation level could result in reduced spending by our customers or price reductions may be instituted by competitors to retain customers or acquire market share.

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Strategic report (continued)

Credit risk

The Company bears credit risk on trade debtors, amounts owed by the Group undertakings and cash balances. The Company's exposure is equal to the amounts held at the year-end as seen in the Balance sheet and related notes. To mitigate credit risk, checks are made to ensure that the Company makes sales to customers with an appropriate credit history and the exposure to credit risk is monitored on an ongoing basis.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Company's exposure to liquidity risk arises mainly from its trade and other creditors and amounts owed to Group undertakings. The Company's exposure is equal to the amounts held at the year-end as seen in the Balance sheet and related notes. This risk is being managed at the Group level. The group ensures that sufficient liquidity is maintained to meet all foreseeable cash requirements and provide headroom against unforeseen obligations. The Group manages the long-term liquidity by maintaining continuity of funding through access to different debt instruments.

Interest rate risk

Interest rate risk is the risk caused by fluctuations of interest rates. The Company bears interest rate risk on amounts owed to and by Group undertakings that have both fixed and floating rates. This risk is being managed at Group level.

S172 (1) statement

The Directors are conscious of their obligations to act in a way that promotes the success of the Company, as those of all UK companies, for the benefit of its members as a whole, having regard, among other matters, to the likely long-term consequences of any decisions, the interests of the Company's employees and the fostering of its business relationships. A further requirement set out in section 172 of the Companies Act 2006 regarding the desirability of the Company maintaining a reputation for high standards of business conduct is entirely in line with its regulatory obligations and the Directors ensure that this remains at the forefront of its dealings with customers.

The Directors of the Company must act in accordance with the duties detailed in section 172 of the UK Companies Act 2006 which is summarised as follows:

'A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to:

- the likely consequences of any decisions in the long-term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between shareholders of the Company.'

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Strategic report (continued)

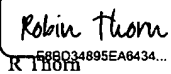
Workforce

Our workforce is our most valuable asset. We invest in training, development, coaching and skills acquisition to ensure the required knowledge and behaviors are aligned with the Company's strategy and values. It is important for our employees to feel connected to the Company's purpose.

Through associate communication events held at the start and end of the year we seek to ensure our purpose and the important role employees have is clearly communicated. Senior managers attend these briefings with the employees and constantly review the way in which information is provided to ensure engagement with employees.

This Strategic report was approved by order of the Board of Directors and signed on its behalf,

DocuSigned by:


K Thom

Director

7 Oct., 2022

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Directors' report

Registered Number: 02693122

The Directors present their report and the audited financial statements of Mavenir Systems Limited for the year ended 31 January 2022.

Results and dividends

The profit for the financial year amounted to £24.2 million (2021: £30.0 million) and has been transferred to reserves. The directors do not recommend the payment of a dividend for the financial year (2021: £nil).

Business review and future developments

This has been disclosed in the Strategic report, page 2.

Financial risk management objectives and policies

This has been disclosed in the Strategic report, page 4.

Political donations

The Company has made no political donations during the financial year (2021: nil).

Directors

The directors of the Company who were in office during the period and up to the date of signing the financial statements were:

M Knobloch
R Thorn
T Hungle
C Gilbert

Research and development

The Company continues to enhance the features and performance of existing solutions and introduce new solutions through extensive research and development activities. The Company believes that its future success depends on a number of factors, which include the ability to:

- identify and respond to emerging technological trends in its target markets;
- develop and maintain competitive solutions that meet or exceed customers' changing needs; and
- enhance existing products by adding features and functionality that differentiate its products from those of its competitors.

The research and development function is key to the Company's strategy to innovate through developing new products for customers' systems and requirements and also works on upgrades to existing products. The charge for the year is disclosed in note 8.

Stakeholder engagement

The directors consider the key stakeholders of the business to be employees, customers, suppliers, shareholders and the communities in which it operates. The directors recognise the importance of clear communication and proactive engagement with all stakeholders. Comprehensive engagement enables informed decision making and is integral to the long-term success of the Company. The directors factor the implications of decisions on stakeholders, where relevant and feasible, and all decisions and policies affecting business relationships with stakeholders are in line with the business strategies.

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Directors' report

Employees

At 31 January 2022, the Company's number of employees was 99 (2021: 63).

Diversity

The Company is an equal opportunities employer and is committed to ensuring that no employee or applicant is treated less favorably on grounds of race, religion, gender, age, ethnic origin, disability, or sexual orientation.

Training and Development

The Company invests time and resources in ensuring all staff and managers are equipped with the necessary skills to meet current and future business needs and to aid their own professional and personal development. In addition to providing development within the Company's structure, the Company is committed to supporting initiatives that promote software engineering and telecommunications as a career.

Disabled persons

It is the Company's practice to give full and fair consideration to applicants for employment from disabled persons, to continue wherever possible the employment of members of staff who may become disabled and to ensure that suitable training, career development and promotion is afforded to such persons.

Customers

The Company believes that forming and maintaining strong relationships with its customers is imperative for its continuous success. The Company carries out a number of research studies to obtain customer feedback on its products, services, and technology. This assists the business to meet customer needs in the future.

Environment

The Company adheres to its trading policies covering health and safety, legal, environmental and social matters for the supply chain. The Company monitors its activities so that it complies at all times with all relevant legal obligations and regulations concerning the environment and adopts an approach to environmental protection measures with the objective of achieving continuous improvements. It is the Company's aim, wherever possible, to obtain materials from suppliers who operate established environmental policies based on relevant legal requirements for the countries in which they operate. The Company has introduced initiatives to reduce the amount of packaging and waste produced. The Company encourages recycling and re-use by its employees and partners.

Suppliers

All suppliers of the Company are presented with terms and conditions of trading at the commencement of the trading relationship. The Company's policy for the payment of its suppliers is to agree the payment terms in advance and, provided a supplier performs in accordance with the agreement, to abide by such terms.

Streamlined energy and carbon reporting (SECR)

The consolidated financial statements of the parent company, Mavenir Group Holdings Limited, include SECR disclosures which include the Company's results and are available as disclosed in the parent company's Strategic report.

Third party indemnity provisions

Qualifying third party indemnity provisions for the benefit of the directors were in force during the period and up to the date these financial statements were signed.

Post balance sheet events

There are no material post balance sheet events.

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Directors' report (continued)

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

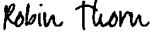
The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Approved by the Board of Directors and signed on behalf of the Board,

DocuSigned by:

E8BD34895EA6434...
R Thorn
Director

7 Oct., 2022

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Independent auditors' report to the members of Mavenir Systems Limited

Report on the audit of the financial statements

Opinion

In our opinion, Mavenir Systems Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 January 2022; the Statement of comprehensive income and Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Independent auditors' report to the members of Mavenir Systems Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 January 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting

Mavenir Systems Limited

Annual report and financial statements for the year ended 31 January 2022

Independent auditors' report to the members of Mavenir Systems Limited (continued)

inappropriate manual journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of management and those charged with governance around actual and potential litigation and claims, and any instances of suspected or actual fraud;
- Reviewing meetings of minutes of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations; and
- Auditing the risk of management override of controls, including through testing a sample of journal entries and other adjustments for appropriateness, testing accounting estimates (because of the risk of management bias), and evaluating the business rationale for significant transactions outside the normal course of business.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

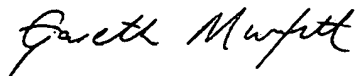
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Gareth Murfitt (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
10 October 2022

Mavenir Systems Limited
Statement of comprehensive income
For the year ended 31 January 2022

		Year ended 31 January 2022	Year ended 31 January 2021
	Note	£'000	£'000
Turnover	5	166,776	135,523
Cost of sales	6	(122,640)	(73,313)
Gross profit		44,136	62,210
Administrative expenses		(21,735)	(31,568)
Exceptional items	7	-	(37)
Operating profit	8	22,401	30,605
Interest receivable and similar income	11	2,426	2,245
Interest payable and similar expenses	11	(1,415)	(1,216)
Profit before taxation		23,412	31,634
Tax credit (charge) on profit	12	741	(1,602)
Profit for the financial year and total comprehensive income for the year		24,153	30,032

The Notes on pages 15 to 36 are an integral part of these financial statements.

Mavenir Systems Limited**Balance sheet****As at 31 January 2022**

	Note	31 January 2022 £'000	31 January 2021 £'000
Fixed assets			
Investments	13	23,836	23,836
Tangible assets	14	1,288	280
Right of use assets	15	1,071	1,151
		<u>26,195</u>	<u>25,267</u>
Current assets			
Debtors	16	59,635	50,026
Other debtors	17	124,833	120,903
Cash at bank and in hand	18	10,344	16,719
Deferred tax asset	12	219	494
		<u>195,031</u>	<u>188,142</u>
Total assets		<u>221,226</u>	<u>213,409</u>
Creditors: amounts falling due within one year			
Trade and other creditors	19	(2,883)	(939)
Other current liabilities	20	(136,675)	(154,828)
Current tax liability		(412)	(2,005)
Provisions for liabilities and charges	21	(185)	(181)
Lcasc liability	15	(317)	(113)
		<u>(140,472)</u>	<u>(158,066)</u>
Creditors: amounts falling due after more than one year			
Other non-current liabilities	20	(1,431)	(660)
Lcasc liability	15	(888)	(1,038)
Provisions for liabilities	21	(2,925)	(2,288)
		<u>(5,244)</u>	<u>(3,986)</u>
Total liabilities		<u>(145,716)</u>	<u>(162,052)</u>
Net current assets		<u>54,559</u>	<u>30,076</u>
Net assets		<u>75,510</u>	<u>51,357</u>
Capital and Reserves			
Called up share capital	22	15	15
Share premium account	23	21,143	21,143
Other reserves	24	1,532	1,532
Retained earnings		52,820	28,667
Total shareholders' funds		<u>75,510</u>	<u>51,357</u>

The Notes on pages 15 to 36 are an integral part of these financial statements.

The financial statements on pages 12 to 36 were approved by the Board of Directors on 7 Oct. , 2022 and signed on its behalf by:

DocuSigned by:

 R Thorn
 Director

7 Oct. , 2022

Company Number: 02693122

Mavenir Systems Limited**Statement of changes in equity****For the year ended 31 January 2022**

	Called up share capital £'000	Share premium account £'000	Other reserve £'000	Retained earnings £'000	Total equity £'000
Balance as at 1 February 2020	15	70,016	1,532	(50,238)	21,325
Profit for the financial year and total comprehensive income for the year	-	-	-	30,032	30,032
Reduction in share premium	-	(48,873)	-	48,873	-
Balance as at 31 January 2021	15	21,143	1,532	28,667	51,357
Profit for the financial year and total comprehensive income for the year	-	-	-	24,153	24,153
Balance as at 31 January 2022	15	21,143	1,532	52,820	75,510

The Notes on pages 15 to 36 are an integral part of these financial statements.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

1. General information

The Company is a private company limited by shares and is incorporated and domiciled in England, United Kingdom. The address of the registered office is Reading International Business Park, Part Spur AG, Basingstoke Road, Reading, Berkshire, RG2 6DH.

The principal activity of the Company is to provide digital communications solutions for communication service providers (or CSPs), Over-The-Top (or OTT) providers and enterprises. The Company offers a portfolio of professional services designed to help our customers improve and streamline operations, identify revenue opportunities, reduce costs and maximise financial flexibility. For CSPs, the Company's products are designed to help enhance the customer life cycle to improve customer loyalty, lower customer churn and drive higher adoption of new services to increase average revenue per user (or ARPU) levels. For enterprises, the Company offers revenue management solutions to the global carrier industry to provide a comprehensive carrier-grade cloud-based monetisation management platform for enterprises delivering services for connected consumers in other industries. In addition, the Company acts as an entrepreneur for its own technology, distributor for products and solutions owned by other Group companies, and as a G&A cost sharing entity. Thus, the Company's results include income and cost from transfer pricing agreements around the Group for using the Company's technology and distributing the products and solutions by other Group companies, as well as the G&A cost.

2. Basis of accounting

These financial statements have been prepared in accordance with Financial Reporting Standard 101, Reduced Disclosure Framework (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. The financial statements are presented in Sterling (£) because that is the currency of the primary economic environment in which the company operates.

The Company results are consolidated in the results of the Company's parent, Mavenir Group Holdings Limited ("MGH"), a company incorporated in England and Wales, whose financial statements are publicly available. Mavenir Group Holdings Limited is the parent undertaking of the smallest group undertakings (the "Group") to consolidate the results and financial position of the Company as at 31 January 2022.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 Property, plant and equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible assets.
- the requirements of paragraphs 10(d), 16, 38A, 38B, 38C, 38D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets.
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

2. Basis of accounting (continued)

The Company has taken advantage of the exemption from the requirement to produce consolidated financial statements in accordance with Section 400 of the Companies Act 2006 since the Company is a wholly owned subsidiary undertaking of a UK Company which itself prepares consolidated financial statements. The financial statements therefore present information about the Company as an individual undertaking and not as a group.

The principal accounting policies applied in the preparation of these financial statements are set out in Note 4. Unless otherwise stated, these policies have been consistently applied to all periods presented.

The Company has applied the following amendments for the first time for their annual reporting period commencing 1 February 2021:

- COVID-19-Related Rent Concessions - amendments to IFRS 16, and
- Interest Rate Benchmark Reform - Phase 2 - amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

3. Critical accounting estimates, assumptions and judgements

The preparation of financial statements requires estimates and assumptions to be made by the Directors that affect the reported amount of income, expenses, assets and liabilities and the disclosure of contingent liabilities. The resulting accounting estimates, which are based on judgements finalised at the date of approval of the financial statements, will, by definition, be based on all the relevant up to date information available but, nevertheless, actual results will typically differ from estimates. The estimates and underlying assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial period and are discussed below.

Critical accounting estimates:

a) Revenue recognition

Multiple element arrangements

The Group uses estimates in recognition and deferral of revenue on bundled products, for example, when there is a sale of software with an annual maintenance and support contract. When products are bundled together for the purpose of sale, the associated revenue is allocated between the constituent parts of the bundle on a relative fair value basis.

Percentage of completion (POC) orders

The revenue and income of fixed price contracts is recognised on a percentage of completion basis when the outcome of a contract can be estimated reliably. Management exercises judgement in determining whether a contract's outcome can be estimated reliably. Management also makes estimates of the total cost of professional services, or in some instances total contract costs, which are used in determining the value of amounts recoverable on contracts. These estimates are continually revised based on changes in the facts relating to each contract. Any changes in estimates are reflected in that period.

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

3. Critical accounting estimates, assumptions and judgements (continued)

b) Income tax and other taxes

The Company is subject to income and other taxes in the jurisdictions in which the Company operates. Significant judgement is required in determining the provision for income and other taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional tax will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax provisions in the period in which such determination is made. Deferred tax assets are recognised relating to tax losses to the extent that it is probable future taxable profits will arise in that jurisdiction.

4. Summary of principal accounting policies

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

Going concern

The Company is in a net assets position. The Directors have received a letter of support from the Board of MGH stating that the parent intends to provide such financial support to the Company as may be required to enable it to carry on business as a going concern for at least the next twelve months from the date of signing the financial statements.

The Directors have a reasonable expectation that the Group's financial position is such that it is able to offer the required support to the Company hence they continue to adopt the going concern basis in preparing the financial statements.

The Group's results in the year ended 31 January 2022 to date and cash held at the issuance of their report, the expectation, which is based on the Board's approved forecasts, is that the Group will continue to meet its debts and liabilities, including its loan covenants, for a period of at least twelve months from the date of signing these financial statements without any additional proceeds of debt or issuances of equity.

The Directors have considered the impact of COVID-19 on going concern. The Group is able to continue to operate with its employees and its supply chain in order to continue to support customers. The customer base is telecommunication companies and mobile network operators who, to date, have been resilient to COVID-19 as critical infrastructure is even more in demand. Credit risk on customers is also considered to remain low. Customers may defer starting projects, but this is not expected to significantly impact results in the next 12 months.

As such, the Directors consider it appropriate to prepare the financial statements on a going concern basis.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Turnover

The Company recognizes revenue in accordance with IFRS 15, which requires a five-step process that must be applied before revenue can be recognized:

- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied

When arrangements with customers require significant modification and customisation of the software solutions, the license, hardware and professional services each significantly affect each other and accordingly are highly interdependent or interrelated. The software, hardware and professional services are not considered distinct from one another, and they represent one performance obligation. The Company uses the expected cost plus a margin approach to estimate the stand-alone selling price of its customised solutions.

Contracts that require the Company to significantly customise the software are recognised over time of performance since the performance does not create an asset with an alternative use and the Company has an enforceable right to payment plus a reasonable profit for performance completed to date.

Revenue is recognised over time based on the extent of progress towards completion of the performance obligation. The Company uses efforts incurred to measure progress for these contracts because it best depicts the transfer of the asset to the customer. Under this method, the extent of progress towards completion is measured based on the ratio of efforts incurred to date to the total estimated efforts at completion of the distinct performance obligation. Due to the nature of the work performed in these arrangements, the estimation of costs at completion is complex, subject to many variables and requires significant judgment. If circumstances arise that change the original estimates of revenues, costs, or extent of progress toward completion, revisions to the estimates are made. These revisions may result in increases or decreases in estimated revenues or costs, and such revisions are reflected in revenue on a cumulative catch-up basis in the period in which the circumstances that gave rise to the revision become known.

The determination of whether services entail significant customisation requires judgment and is primarily based on alterations to the features and functionality to the standard release, complex or unusual interfaces as well as the amount of hours necessary to complete the customisation solution relative to the size of the contract.

Contracts that do not provide significant services of integration and customisation and thus do not create an asset with an alternative use are recognised at a point in time upon completion of the related professional services, only upon acceptance. Transactions of expansions that include software with little to no professional services and hardware are recognised at a point time upon software delivery. Such software is considered to be functional software and, thus, revenue is recognised immediately.

Customer support revenue represents a stand ready obligation to provide service to a customer that is recognised ratably over the contractual term, which typically is one year.

Revenue arising from the supply of standalone hardware or software licence upgrades with minimal modification or customisation involved is recognised on delivery.

Revenue from the sale of support is recognised rateably over the duration of the support period as services are performed by an indeterminate number of acts over a specified period of time. If the support element is embedded within the product sale or if there is a warranty period, the revenue from the sale of support or associated with the warranty period is quantified and recognised rateably over the applicable support period.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Turnover (continued)

Revenue relating to managed services contracts are recognised on the basis of the services provided to the customer, on a straight-line basis over the period of the agreement unless there is evidence that some other method better represents the stage of completion.

Revenue in respect of costs recharged to other group undertakings is recognised based on the value of work undertaken.

Contract assets consist of accrued receivables and are recorded when revenue is recognised in advance of invoicing to customers.

Contract liabilities consist of deferred revenue. They are recognised when the Company has received consideration but still has an obligation to provide services in future periods and have yet to meet performance obligations for that consideration.

Pension scheme arrangements

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. Contributions are charged to the income statement in the period to which they relate.

Lease liabilities measurement

The lease liability is initially measured at the present value of the following lease payments:

- Fixed payments
- Variable payments that are based on index or rate
- The exercise price of an extension or purchase option if reasonably certain to be exercised
- Payment of penalties for terminating the lease, if relevant

The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate.

The Company is exposed to potential future changes in lease payments based on linkage to the CPI index, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is assessed and adjusted against the right-of-use asset.

The Company measures the lease liability by: (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised lease payments.

Interest on lease liability is recognized in profit or loss in each period during the lease period, in the amount that produces a fixed periodic interest rate on the remaining balance of the lease liability.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Right-of-use assets measurement

Right-of-use assets were measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs (except for initial application), and
- restoration cost

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term (including reasonably certain extension periods) on a straight-line basis, and adjusted for any remeasurements of lease liabilities.

The right-of-use assets is measured under the cost model and is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis in accordance with the depreciation requirements in IAS 16 "Property, Plant and Equipment".

The lease term is the noncancelable period for which the lessee has the right to use an underlying asset including optional periods when the company is reasonably certain to exercise an option to extend (or not to terminate) a lease.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in income statement, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Foreign currency translation

Trading transactions in foreign currencies are converted to sterling at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in a foreign currency are translated into sterling at the rate of exchange ruling at the balance sheet date. Non-monetary assets are converted to sterling at the rate ruling at the date of the transaction and are not translated at the rate of exchange ruling at the balance sheet date. All exchange differences are taken to the income statement.

Exceptional items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the company. They are material items of expense that have been shown separately due to the significance of their nature or amount.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at their historic purchase cost less accumulated depreciation. The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Computer equipment	25% - 33%
Leasehold improvements	10% - 20%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in income statement in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Investments

Investments are held at cost less accumulated impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short term highly liquid assets with an original maturity of three months or less and readily convertible to known amounts of cash.

Preference shares

Redeemable preference shares are recognised on the balance sheet under creditors falling due within one year.

Other reserves

Other reserve records the amount of capital received where no shares were provided in exchange.

Financial assets

The Company has the following financial assets: cash, trade debtors, amounts owed by group undertakings and other debtors. Financial assets are initially measured at fair value plus transaction costs (if any) that are directly attributable to the acquisition of the financial asset.

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through profit or loss and fair value through other comprehensive income. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The Company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest.

Subsequent to initial recognition, these are measured at amortised cost using the effective interest rate method, less any provision for impairment. Interest income from these financial assets is included within finance income using the effective interest rate method.

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of the difference between the cash flows due to the company in accordance with the contract and the cash flows that the Company expects to receive.

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

4. Summary of principal accounting policies (continued)

Financial liabilities

The Company has the following financial liabilities: trade creditors, amounts owed to group undertakings and other creditors. The Company initially recognises financial liabilities on the date that they are originated. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statements of income.

Provisions

Provisions are recognised when:

- (a) The Company has a present legal or constructive obligation as a result of past events;
- (b) It is probable that an outflow of resources will be required to settle the obligation; and
- (c) The amount has been reliably estimated.

Provisions are not recognised for future operating losses.

5. Turnover

Turnover is attributable primarily to the development of software products and related consulting services. Included within turnover is £35,589,000 (2021: £20,371,000) relating to the provision of products and services to other Group companies. The amount of revenue from third party customers is £131,187,000 (2021: £115,152,000). An analysis of revenue, based on destination of software products by geographical market is given below:

Turnover segmented by geographic market:

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
United Kingdom and Ireland	35,594	23,861
Rest of Europe	45,879	39,686
Rest of World	85,303	71,976
	<u>166,776</u>	<u>135,523</u>

Third party turnover segmented by nature:

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Product	117,166	100,243
Service	14,021	14,909
	<u>131,187</u>	<u>115,152</u>

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

6. Cost of sales

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Cost of sales	122,640	73,313
	122,640	73,313

Included within cost of sales is £108,456,000 (31 January 2021: £62,875,000) relating to the provision of services from other Group companies.

7. Exceptional items

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Restructuring costs	-	37
	-	37

Exceptional items before tax in the prior year of £37,000 comprise building costs related to the reduction in the office space.

8. Operating profit

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
<i>Operating profit is stated after charging:</i>		
Depreciation of tangible assets (note 14)	171	47
Depreciation on Right of use assets (note 15)	253	252
Research and development	8,984	7,353
Employment costs (note 10)	12,911	7,745
Foreign exchange (gain) loss	(6,897)	10,654

The Company also incurred £204,500 (2021: £204,500) of audit fees paid on behalf of related Group entities.

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

9. Auditors' remunerations

During the years ended 31 January 2022 and 2021, the Company obtained the following services from the Company's auditors and its associates:

	Year ended 31 January 2022 £'000	Year ended 31 January 2021 £'000
Fees paid to the Company's auditors and its associates for the audit of the company financial statements	59	52
Fees payable to auditors and its associates for other services		
- The audit of company's subsidiaries	-	26
- Tax advisory services	74	50
	<u>133</u>	<u>128</u>

10. Employee benefit costs and employee numbers

The average monthly number of employees including directors during the year and prior year, converted to full-time equivalents and broken down by activity, was as follows:

	Year ended 31 January 2022 Number	Year ended 31 January 2021 Number
Production	40	24
Selling and Distribution	29	19
Administration	22	20
	<u>91</u>	<u>63</u>

Staff costs:

	Year ended 31 January 2022 £'000	Year ended 31 January 2021 £'000
Wages and salaries	9,748	6,540
Stock based compensation and LTIP	1,420	-
Social security costs	1,185	758
Other pension costs	558	447
	<u>12,911</u>	<u>7,745</u>

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

10. Employee benefit costs and employee numbers (continued)

Directors:

The directors' emoluments were as follows:

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Aggregate emoluments	<u>469</u>	<u>371</u>
	<u>469</u>	<u>371</u>

The highest paid director's emoluments were as follows:

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive schemes	<u>305</u>	<u>207</u>
	<u>305</u>	<u>207</u>

No key management personnel received any compensation for loss of office in current financial year (2021: nil).

The Directors' emoluments relate to services provided for the Company as well as other fellow Group undertakings. The Directors do not consider it practicable to allocate the remuneration in respect of the services of the various group companies although the remuneration was paid by Mavenir Systems Limited.

The emoluments of three directors were paid by other Group entities. During the year the Company received recharges for the directors' services for £150,000 (2021: £150,000).

11. Interest receivable/payable

	Year ended 31 January 2022	Year ended 31 January 2021
	£'000	£'000
Interest receivable and similar income	<u>2,426</u>	<u>2,245</u>
Interest payable and similar expenses	<u>1,415</u>	<u>1,216</u>

Mavenir Systems Limited

Notes to the financial statements

For the year ended 31 January 2022

12. Tax on profit

	Year ended 31 January 2022 £'000	Year ended 31 January 2021 £'000
<i>Current tax (credit)/charge</i>		
– Current period	689	1,130
– Prior period	(1,705)	446
<i>Origination and reversal of timing differences</i>		
– Current period	272	21
– Prior period	3	5
	<u>(741)</u>	<u>1,602</u>
Total tax (credit)/charge for the year		

Reconciliation to tax (credit)/charge:

Tax assessed for the year is lower (2021: lower) than the standard rate of corporation tax in the UK for the year ended 31 January 2022 of 19% (2021: 19%). The differences are explained below:

	Year ended 31 January 2022 £'000	Year ended 31 January 2021 £'000
Profit before taxation:	23,412	31,634
Tax at the UK Statutory corporation tax rate of 19.00%	4,448	6,011
Tax effect of expenses that are not deductible in determining taxable profit	38	48
Unrecognised deferred tax	(1,408)	(3,558)
Change in deferred tax rate	(43)	(61)
Origination and reversal of timing differences current year	-	87
Prior year adjustment	(1,702)	446
Group relief	(2,074)	(1,371)
	<u>(741)</u>	<u>1,602</u>
Total tax (credit)/charge for the year		

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25% and this was substantively enacted on 24 May 2021. On 23 September 2022, it was announced that the corporation tax rate change from 19% to 25% with effect from 1 April 2023 was to be cancelled. This was not substantively enacted at the balance sheet date and therefore the impact of this change is not reflected in the measurement of deferred tax.

Deferred tax assets are recognised to the extent that the realisation of the related tax benefit through future taxable profits is probable. At the balance sheet date the Company had unrecognised deferred tax assets of £3,651,000 (2021: £2,138,000), mainly relating to tax losses that can be carried forward indefinitely.

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

12. Tax on profit (continued)

Deferred tax asset

	Accelerated Tax Depreciation £'000	Provision and accruals £'000	Total £'000
As at 1 February 2021	473	21	494
Charge in the income statement	(291)	16	(275)
As at 31 January 2022	<u>182</u>	<u>37</u>	<u>219</u>

13. Investments

	Total £000
Cost:	
As at 1 February 2021	29,700
As at 31 January 2022	<u>29,700</u>
Amounts provided:	
As at 1 February 2021	(5,864)
As at 31 January 2022	<u>(5,864)</u>
Net book value:	
As at 31 January 2022	<u><u>23,836</u></u>
As at 31 January 2021	<u>23,836</u>

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

13. Investments (continued)

As of 31 January 2022, the Company's direct and indirect holdings, were as follows:

Name	Country of incorporation	Principal activity	Currency	Shares held	Registered address
*Mavenir Systems Holdings Limited^^	UK	Holding company	GBP	100%	Third Floor One London Square, Cross Lanes, Guildford, GU1 1UN
*Netonomy Limited	UK	Holding company	GBP	100%	Reading International Business Park, Part Spur Ag, Basingstoke Street, Reading, Berkshire RG2 6DH, United Kingdom
*Mavenir UK Holdings	UK	Trading entity providing software solutions to telecommunication industry	GBP	100%	Reading International Business Park, Part Spur Ag, Basingstoke Street, Reading, Berkshire RG2 6DH, United Kingdom
*Mavenir IPA UK Limited	UK	Holding and trading entity providing software solutions to telecommunication industry	GBP	100%	1010 Cambourne Business Park Cambourne, Cambridge, England, CB23 6DP
ip.access Presence Limited^^	UK	Trading entity providing software solutions to telecommunication industry	GBP	100%	6 th floor 2 London Wall Place, Barbican, London, EC2Y 5AU
ip.access India Private Limited	India	Trading entity providing software solutions to telecommunication industry	INR	100%	G-80, Lajpat Nagar-I, New Delhi, 110024, India
Mavenir IPA US, Inc.*	US (Delaware)	Dormant	USD	100%	Registered address: The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801
PT Mavenir Systems Indonesia	Indonesia	Trading entity providing software solutions to telecommunication industry	IDR	1.0%	DBS Bank Tower Ltd. 28, Ciputra World 1, JL. Prof. Dr. Satrio Kav. 3-5, Karet Setiabudi, Jakarta Selatan DKI Jakarta

* subsidiaries that are direct undertakings of the Company.

^^ in members voluntary liquidation as at 31 January 2022

* dormant company

Mavenir Systems Limited
Notes to the financial statements
For the year ended 31 January 2022

14. Tangible assets

	Leasehold improvements	Computer equipment	Total
	£'000	£'000	£'000
Cost:			
As at 1 February 2021	368	563	931
Additions	120	1,059	1,179
As at 31 January 2022	<u>488</u>	<u>1,622</u>	<u>2,110</u>
Accumulated depreciation:			
As at 1 February 2021	166	485	651
Charge for the year	98	73	171
As at 31 January 2022	<u>264</u>	<u>558</u>	<u>822</u>
Net book value:			
As at 31 January 2022	<u>224</u>	<u>1,064</u>	<u>1,288</u>
As at 31 January 2021	<u>202</u>	<u>78</u>	<u>280</u>

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15. Right of use assets and lease liability

Set out below are the carrying amounts of right of use assets and lease liabilities recognized and the movements during the year. The movements during the period:

	Offices - Right of use assets	Lease Liabilities
	£'000	£'000
Balance as of 1 February 2021	1,151	(1,151)
Additions during the year	173	(173)
Depreciation charge during the year	(253)	-
Interest expense during the year	-	(58)
Payments during the year	-	177
Balance as of 31 January 2022	<u>1,071</u>	<u>(1,205)</u>

The lease liabilities in the balance sheet are analysed as follows:

	31 January 2022	31 January 2021
	£'000	£'000
Property		
Within one year	317	113
Between one and five years	888	1,038
	<u>1,205</u>	<u>1,151</u>

Interest expense (included in finance cost) was £58,000. Expenses relating to short-term leases (included in cost of goods sold and administrative expenses) was £nil. The total cash outflow for leases in the year was £177,000.

16. Debtors

Amounts falling due within 12 months:

	31 January 2022	31 January 2021
	£'000	£'000
Trade debtors	42,837	43,825
Less: provision for expected credit losses	(432)	(1,326)
	<u>42,405</u>	<u>42,499</u>
Accrued income and deferred costs	16,164	7,115
	<u>58,569</u>	<u>49,614</u>

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16. Debtors (continued)

Trade debtors disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

Amounts falling due in more than 12 months:

	31 January 2022	31 January 2021
	£'000	£'000
Accrued income and deferred costs	1,066	412
	<u>1,066</u>	<u>412</u>
	<u><u>1,066</u></u>	<u><u>412</u></u>

17. Other debtors

	31 January 2022	31 January 2021
	£'000	£'000
Prepayments	594	242
Other debtors	100	72
Amounts owed by group undertakings	124,139	120,589
	<u>124,833</u>	<u>120,903</u>
	<u><u>124,833</u></u>	<u><u>120,903</u></u>

Of the amounts owed by group undertakings, £66.3m (2021: £44.3m) relates to loans with interest charged at 5% per annum and are repayable on demand.

18. Cash at bank and in hand

	31 January 2022	31 January 2021
	£'000	£'000
Cash at bank and in hand	10,344	16,719
	<u>10,344</u>	<u>16,719</u>
	<u><u>10,344</u></u>	<u><u>16,719</u></u>

19. Trade and other creditors

	31 January 2022	31 January 2021
	£'000	£'000
Trade creditors	2,785	864
Other creditors	98	75
	<u>2,883</u>	<u>939</u>
	<u><u>2,883</u></u>	<u><u>939</u></u>

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20. Other current liabilities

	31 January 2022 £'000	31 January 2021 £'000
Accruals	2,552	1,678
Deferred income	36,850	37,357
Amounts owed to Group undertakings	97,070	113,396
Other taxes and social security	170	2,364
Cumulative redeemable preference share capital	33	33
	<u>136,675</u>	<u>154,828</u>

Amounts falling due in more than a year:

	31 January 2022 £'000	31 January 2021 £'000
Deferred income	1,431	660
	<u>1,431</u>	<u>660</u>

Contract liabilities (deferred income) represent consideration received or consideration which is unconditionally due from customers prior to transferring goods or services to the customer under the terms of the contract. The decrease in the contract liability balance for the year ended 31 January 2022 is primarily attributable to cash payments received in advance of satisfying the performance obligations, offset by £25,495,059 of revenues recognised that were included in the brought forward balance.

The 333,333 preference shares of 10p each are authorised and allotted and entitle their holders to a fixed cumulative preference dividend of 8% per annum of the issue price per share with effect from 1 April 1999. The immediate parent undertaking, Fortissimo Holding B.V., who wholly owns all the preference shares has formally waived their cumulative dividend right.

The preference shares carry no voting rights and are redeemable at the holder's option. For further details of the preference shares, see Note 22.

Included in the amounts due to group undertakings are the following loans:

A loan from **Mavenir Systems (Thailand) Ltd** of £1,672,554 (\$2,250,000) (2021: £1,636,756). The loan is interest free and repayable on demand.

A loan from **PT Mavenir Systems Indonesia** of £1,195,322 (\$1,608,014) (2021: £1,449,133). Interest of 3% per annum above 3-month USD LIBOR is charged on the loan and the loan is repayable on demand.

A loan from **PT Mavenir Systems Indonesia** of £6,291,407 (IDR 121,225,566,292) (2021: £5,993,202). Interest of 6% per annum is charged on the loan and the loan is repayable on demand.

A loan from **PT Mavenir Systems Indonesia** of £2,463,013 (IDR 47,458,416,667) (2021: £2,363,858). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

A loan from **Acision International B.V. (Philippines)** of £1,577,641 (PHP 108,323,778) (2021: £1,532,055). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

A loan from **Acision International B.V. (Philippines)** of £620,848 (PHP 42,628,611) (2021: £638,226). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

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20. Other current liabilities (continued)

A loan from **Acision International B.V. (Philippines)** of £3,105,900 (PHP 213,256,875) (2021: £3,195,567). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

A loan from **Mavenir Inc.** (formerly Xura Inc.) of £815,489 (\$1,097,042) (2021: £798,040). Interest of 6% per annum is charged on the loan and the loan is repayable on demand.

A loan from **Mavenir Systems UK Limited** of £2,779,813 (2021: £2,663,215). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

A loan from **Mavenir Systems UK Limited** of £2,125,383 (EUR2,543,701) (2021: £2,148,387). Interest of 5% per annum is charged on the loan and the loan is repayable on demand.

The remaining amounts due to group undertakings are unsecured, interest free and are repayable on demand.

21. Provisions for other liabilities and charges

	Payroll £'000	Dilapidations £'000	Tax £'000	Total £'000
At 1 February 2021	181	115	2,173	2,469
Increase in provision	4	35	602	641
At 31 January 2022	<u>185</u>	<u>150</u>	<u>2,775</u>	<u>3,110</u>

Analysed as:

	31 January 2022 £'000	31 January 2021 £'000
Current	185	181
Non- current	2,925	2,288
	<u>3,110</u>	<u>2,469</u>

Dilapidations

The dilapidation provision is an estimation of the costs of reinstating all leased properties back to their original condition at the lease commencement. The provision is regularly reviewed by the Group's real estate department and is not discounted.

Payroll

The payroll related provision relates to the balance on untaken employee holiday accrued at the period end.

Tax

The tax provision relates to certain indirect tax exposures in jurisdictions outside the United Kingdom. Given the nature of its global operations the company is from time to time subject to challenges by tax authorities, many of which it considers without merit, and makes provision on its best estimate at any time. Given the complexities involved it is possible that the eventual outcomes may ultimately result in tax costs lower or higher than those provided for.

The tax provision is in respect of historic rather than more recent periods. Interpretation of the tax positions is complex and requires significant judgement, further in a number of cases there has been no challenge from tax authorities that would require payments. The provision has been made based on professional advice and management judgement. It is unlikely that these matters will be resolved within the next 12 months, or that any significant cash outflows would occur in that time, given the lengthy process involved in relation to establishing and appealing any assessments.

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22. Called up share capital

	31 January 2022	31 January 2021
	£'000	£'000
Authorised:		
860,555 (2021: 860,555) ordinary shares of 1p each	9	9
594,300 (2021: 594,300) 'A' ordinary shares of 1p each	6	6
	15	15
	15	15
 Called up, issued and fully paid:		
860,555 (2021: 860,555) ordinary shares of 1p each	9	9
594,300 (2021: 594,300) 'A' ordinary shares of 1p each	6	6
	15	15
	15	15

The two classes of ordinary shares hold equal voting rights.

Each of the "A" ordinary shares shall automatically be redesignated as one ordinary share, at any time at the option of the holders. No "A" shares were converted to ordinary shares during the year.

On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order or priority:

1. Preference shares (see Note 20) - for each share held payment of a sum equal to the issue price plus any arrears of preference dividends.
2. The balance of any remaining assets shall be distributed amongst the holders of "A" ordinary and ordinary shares.

23. Share premium account

	2022	2021
	£'000	£'000
At February	21,143	70,016
Reduction in share premium	-	(48,873)
	21,143	21,143
At 31 January	21,143	21,143

In the prior year, the Company effected a reduction of capital supported by a solvency statement by reduction of the amount of the Company's share premium account by the sum of £48.9m.

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24. Other reserves

	31 January 2022	31 January 2021
	£'000	£'000
Other reserves	<u>1,532</u>	<u>1,532</u>

Other reserves represent capital contribution from parent received where no shares were provided in exchange.

25. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The aggregate pension contributions paid during the year are given in Note 10. The contributions outstanding at 31 January 2022 were £99,000 (31 January 2021: £75,000).

26. Ultimate parent undertaking and controlling party

The immediate parent undertaking of the Company is Fortissimo Holding B.V., a Company incorporated in Netherlands. Mavenir Group Holdings Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements as at 31 January 2022. The consolidated financial statements of Mavenir Group Holdings Limited are available from Mavenir Group Holdings Limited, 11th Floor, 200 Aldersgate Street, London, EC1A 4HD. The Company's ultimate controlling party at the date of signing was Siris Capital Group LLC, a private equity firm based in the United States with main offices at 601 Lexington Avenue, 59th Floor New York, NY 10022.