# Mavenir Systems Limited
# Annual Report and Financial Statements
# For the year ended 31 January 2025



Company Registration No 02693122

# Mavenir Systems Limited
# Annual report and financial statements for the year ended 31 January 2025

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## Company Information

| | |
|---|---|
| **Registered Office** | Campus Suites 2 & 3<br>Campus Reading International (Ribp)<br>Basingstoke Road<br>Reading<br>Berkshire<br>RG2 6DA |
| **Company number** | 02693122 |
| **The Board of directors.** | T Hungle<br>R Thorn<br>M Knobloch<br>C Gilbert |
| **Independent Auditors** | MHA<br>6th Floor<br>2 London Wall Place<br>London<br>EC2Y 5AU |

# Mavenir Systems Limited
# Annual report and financial statements for the year ended 31 January 2025
# Strategic report

The Directors present their Strategic report and audited financial statements of Mavenir Systems Limited ("the Company") for the year ended 31 January 2025

**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 General and Administrative (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 2025

**Business review and future developments**

Profit before taxation for the financial year ended 31 January 2025 was £5 8m (2024 £11 3m profit)

The net assets at 31 January 2025 were £114 5m (2024 £108 9m)

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")

| | 2025 | 2024 | Change |
|---|---|---|---|
| | £'m | £'m | % |
| Turnover | **145.7** | 121 8 | 19 6 |
| Gross profit | **25 5** | 33 8 | (24 4) |
| EBITDA | **(1 2)** | 8 0 | (114 7) |

The table below provides reconciliation between profit for the year and EBITDA

| | 2025 | 2024 |
|---|---|---|
| | £'m | £'m |
| Profit for the year | **5 6** | 10 8 |
| Depreciation of tangible assets (note 7) | **0 3** | 0 4 |
| Depreciation of right-of-use assets (note 7) | **0 3** | 0 3 |
| Interest receivable and similar income | **(4 7)** | (3 3) |
| Interest payable and similar expenses | **0 4** | 0 9 |
| Tax on profit | **0.2** | 0 4 |
| Foreign exchange (gain) (note 7) | **(3 3)** | (1 5) |
| EBITDA | **(1.2)** | 8 0 |

Turnover has increased by 19 6% mainly due to the increase in provision of products and services to Group companies Gross profit has decreased by 24 4% 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 movements was £(1 2)m (2024 £8 0m)

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

### Going concern

The Company is in a net assets position The Directors have received a letter of support 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

Based on the Group's results in the year ended 31 January 2025 to date and cash currently held at the issuance of this 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

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 23

### 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

**Credit risk**

The Company bears credit risk on trade debtors, amounts owed by 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

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

The following paragraphs summarise how the directors fulfil their duties

**Employees**

At Mavenir, we are committed to innovation that transforms the future of mobile networks As part of that mission, we believe in a truly inclusive, global and high-performance culture Mavenir is an equal opportunity employer, and we are united by diversity in backgrounds, skills, talents and thought leadership

The directors support the annual training programme that all employees complete We invest in training, development, coaching and skills acquisition to ensure the required knowledge and behaviours are aligned with the company's strategy and values It is important for our employees to feel connected to the company's purpose

The directors place considerable value on the involvement of the company's employees and keep them informed on matters affecting them and on the various factors affecting the performance of the company There are many ways we engage with our employees like engagement surveys, internal media, interviews and all-staff communications

**Employees (continued)**

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

**Suppliers**

Mavenir Supply Chain and Procurement manage over 2,500 active suppliers around the world through economic and efficient management of the flow of goods and services, as well as effective screening processes of suppliers on topics including human rights, health and safety, and environmental practices Supplier diversity is included in our management process, women-owned business suppliers are one example

The contract with our suppliers includes clauses to help ensure they comply with relevant legislation Our suppliers are subject to the Mavenir Code of Conduct for Suppliers, which includes a statement that they will not utilise child labour, forced or compulsory labour

We engage with our suppliers via sustainability surveys and audits, among others

**Customers**

Customers are one of the most important stakeholders for the company We strive to provide our customers with the highest quality products, services and solutions in order to meet and exceed their business goals and expectations Mavenir policy is to consistently develop high quality, best-in-class products which meet our customers' expectations and underpin our status as the trusted partner, for accelerating and redefining network transformation for customers globally This is achieved through management leadership, employee commitment to customer satisfaction, setting and meeting quality goals and continual improvement The Mavenir Team maintains the highest level of professionalism and operates with effective processes based on best practices to achieve the highest quality

We continuously interact with our customers throughout the entire service provision process We provide technical advisories (bulletins) to communicate key information regarding software operational and security issues We also publish security bulletins for high-risk vulnerabilities that may affect customer operations

We engage with our customers via regular meetings and discussions with teams, feedback through tools where available, web resources and conference calls, among others

**Community**

We recognise that with success comes the responsibility to make the world a better place Along with ensuring it is compliant and actively engaged in sustainability Mavenir encourages employees to give back to the communities in which we operate and raise money for charity

Mavenir's are passionate in both giving back through donations, and by rolling up our sleeves and lending our talents to our charitable partners' missions Mavenir's Volunteer Time Off program provides all employees with 8 hours of paid time off per year

**Environment**

Mavenir regularly reviews the impacts, risks and opportunities associated with its operations and products Mavenir s impact and risk to the environment are minimal Where we do supply hardware to customers, we work with suppliers and customers to ensure the ultimate disposal of this equipment is managed according to local and regional legislation

Mavenir products are evolving to enable customers to reduce footprint and decrease economic and environmental impacts

## Strategic report (continued)

**Environment (continued)**

The main impact of Mavenir operations on the environment relates to electricity consumption and travel Both are reviewed annually to ensure the financial and environmental impacts are considered We are actively requiring staff to reduce travel to purely business-critical trips and to use remote communication methods as the default communication method

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

Signed by:

Robin Thorn

R Thorn 7B8BD34895EA6434

Director

23 October 2025

## 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 2025

**Results and dividends**

The profit for the financial year amounted to £5 6m (2024 £10 8m) and has been transferred to reserves The directors do not recommend the payment of a dividend for the financial year (2024 £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 3

**Political donations**

The Company has made no political donations during the financial year (2024 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 7

**People**

At 31 January 2025, the Company's number of employees was 76 (2024 85)

*Diversity*

The Directors recognise that its employees are one of the most important assets of the company 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

**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

**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 been 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

**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

## Directors' report (continued)

**Post balance sheet events**

Please refer to note 24 on page 34 for further details

**Future outlook**

The future outlook for the industry and the company remains positive as the company continues to focus on marketing aggressively its solutions leveraging the company's current customer base and displacing competitors The company is currently experiencing growth in its business due to increased demand for its products and services

**Independent auditors**

The auditor, MHA, previously traded through the legal entity MacIntyre Hudson LLP In response to regulatory changes, MacIntyre Hudson LLP ceased to hold an audit registration with the engagement transitioning to MHA Audit Services LLP MHA will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

**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, including 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,

Signed by
Robin Thorn
E8BD34895EA6434
R Thorn
Director
23 October 2025

# Independent auditors' report to the members of Mavenir Systems Limited

## Report on the audit of the financial statements

**Opinion**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 January 2025 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework", and
- have been prepared in accordance with the requirements of the Companies Act 2006

We have audited the financial statements of Mavenir Systems Limited (the 'Company') for the year ended 31 January 2025, which comprise

- the Statement of Comprehensive Income,
- the Balance Sheet,
- the Statement of Changes in Equity, and
- the related Notes, including a summary of significant accounting policies

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice)

**Basis for opinion**

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

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

**Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate

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

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

**Other information**

The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon The directors are responsible for the other information Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon

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

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard

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

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report

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

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

**Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

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

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 specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below

- Enquiry of management and those charged with governance around actual and potential litigation and claims,
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias,
- Reviewing minutes of meetings of those charged with governance, and
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www frc org uk/auditorsresponsibilities This description forms part of our Auditor's Report

**Use of our report**

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

Andrew Moyser

Andrew Moyser FCA FCCA (Senior Statutory Auditor)
for and on behalf of MHA, Statutory Auditor
London, United Kingdom
23 October 2025

**MHA is the trading name of MHA Audit Services LLP, a limited liability partnership in England and Wales (registered number OC455542)**

# Mavenir Systems Limited
# Statement of comprehensive income
# For the year ended 31 January 2025

| | Note | Year ended 31 January 2025 | Year ended 31 January 2024 |
|---|---|---|---|
| | | £'000 | £'000 |
| **Turnover** | 5 | **145,718** | 121,841 |
| Cost of sales | 6 | **(120,188)** | (88,074) |
| **Gross profit** | | **25,530** | 33,767 |
| Administrative expenses | | **(24,069)** | (24,899) |
| Net impairment losses on financial and contract assets | 7 | **(4)** | (8) |
| **Operating profit** | 7 | **1,457** | 8,860 |
| Interest receivable and similar income | 10 | **4,697** | 3,313 |
| Interest payable and similar expenses | 10 | **(392)** | (919) |
| **Profit before taxation** | | **5,762** | 11,254 |
| Tax charge on profit | 11 | **(156)** | (410) |
| **Profit for the financial year and total comprehensive income for the year** | | **5,606** | 10,844 |

The Notes on pages 16 to 34 are an integral part of these financial statements

# Mavenir Systems Limited
# Balance sheet
# As at 31 January 2025

| | Note | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|---|
| **Fixed assets** | | | |
| Investments | 12 | **21,521** | 23,836 |
| Tangible assets | 13 | **537** | 1,001 |
| Right of use assets | 14 | **230** | 541 |
| | | **22,288** | 25,378 |
| **Current assets** | | | |
| Debtors | 15 | **190,796** | 194,097 |
| Cash and cash equivalents | 16 | **10,671** | 3,578 |
| | | **201,467** | 197,675 |
| Creditors amounts falling due within one year | 17 | **(109,111)** | **(113,259)** |
| **Net current assets** | | **92,356** | 84,416 |
| **Total assets less current liabilities** | | **114,644** | 109,794 |
| Creditors amounts falling due after more than one year | 17 | **-** | (724) |
| Provisions for liabilities | 18 | **(127)** | (159) |
| **Net assets** | | **114.517** | 108 911 |
| **Capital and Reserves** | | | |
| Called up share capital | 19 | **15** | 15 |
| Share premium account | 20 | **21,143** | 21,143 |
| Other reserves | 21 | **1,532** | 1,532 |
| Retained earnings | | **91,827** | 86,221 |
| **Total shareholders' funds** | | **114,517** | 108,911 |

The Notes on pages 16 to 34 are an integral part of these financial statements

The financial statements on pages 13 to 34 were approved and authorised for issue by the Board of Directors on 23 October 2025 and signed on its behalf by

Signed by:
Robin Thorn
E6BD34895EA6434

R Thorn
Director
23 October 2025

Company Number 02693122

# Mavenir Systems Limited
# Statement of changes in equity
# For the year ended 31 January 2025

| | Called up share capital £'000 | Share premium account £'000 | Other reserve £'000 | Retained earnings £'000 | Total equity £'000 |
|---|---|---|---|---|---|
| **Balance as at 1 February 2023** | 15 | 21,143 | 1,532 | 75,377 | 98,067 |
| Profit for the financial year and total comprehensive income for the year | - | - | - | 10,844 | 10,844 |
| **Balance as at 31 January 2024** | 15 | 21,143 | 1,532 | 86,221 | 108,911 |
| Profit for the financial year and total comprehensive income for the year | - | - | - | 5,606 | 5,606 |
| **Balance as at 31 January 2025** | 15 | 21,143 | 1,532 | 91,827 | 114,517 |

The Notes on pages 16 to 34 are an integral part of these financial statements

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

## 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 Campus Suites 2 & 3, Campus Reading International (Ribp), Basingstoke Road, Reading, Berkshire, RG2 6DA

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 Pound Sterling (£) because that is the currency of the primary economic environment in which the company operates Figures have been presented and rounded to the nearest thousand (£000's)

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 2025

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 IAS1,
  - (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 IAS7 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
- requirements of IFRS 2 Share based payments 2 45(b), 2 46-49 and 2 50-52
- 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 2025

**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, refer to note 23 The financial statements therefore present information about the Company as an individual undertaking and not as a group

The material 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

*New and amended standards adopted by the company*

The Company has applied the following amendments for the first time for their annual reporting period commencing 1 January 2024

- Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants – Amendments to IAS 1,
- Lease Liability in Sale and Leaseback – Amendments to IFRS 16,
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7, and
- International Tax Reform – Pillar Two Model Rules – amendments to IAS 12

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 Company 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 2025

**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 Material accounting policies**

The material 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 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 2025 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

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

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

- 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

**4 Material accounting policies (continued)**

**Turnover (continued)**

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 number 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

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

**Cost of sales**

The Company's cost of sales primarily consists of (i) material costs, (ii) compensation and related overhead expenses for personnel involved in the customisation of its products, customer delivery and maintenance and professional services, (iii) contractor costs

For certain contracts where revenue is recognised in accordance with the guidance for contracts with customers, revisions in estimates of costs are reflected in the accounting period in which the facts that require the revision become known These costs include all direct material and labour costs and overhead related to contract performance

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

4 Material accounting policies (continued)

**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 The company has no further payment obligations once the contributions have been paid

**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, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions 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

**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 (buildings) 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

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

4 **Material accounting policies (continued)**

**Taxation (continued)**
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

**Foreign currency translation**
Trading transactions in foreign currencies are converted to Pound 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

**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 Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably

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

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

4 **Material accounting policies (continued)**

**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

**Investments in subsidiaries**
Investments in subsidiaries 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 investments 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

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

## 4 Material accounting policies (continued)

**Financial assets (continued)**

The company assesses on a forward-looking basis the expected credit loss associated with its financial assets The impairment methodology applied depends on whether there has been a significant increase in credit risk

For trade receivables, the company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables

**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 Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation The increase in the provision due to passage of time is recognised as interest expense

## 5 Turnover

Turnover is attributable primarily to the development of software products and related consulting services Included within turnover is £78,613,000 (2024 £45,274,000) relating to the provision of services to other Group companies The amount of revenue from third party customers is £67,105,000 (2024 £76,568,000) 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 2025 £'000** | Year ended 31 January 2024 £'000 |
|---|---|---|
| United Kingdom and Ireland | **24,124** | 29,866 |
| Rest of Europe | **63,266** | 40,139 |
| Rest of World | **58,328** | 51,836 |
| | **145,718** | 121,841 |

Turnover segmented by nature

| | **Year ended 31 January 2025 £'000** | Year ended 31 January 2024 £'000 |
|---|---|---|
| Product | **50,534** | 61,460 |
| Service | **95,184** | 60,381 |
| | **145,718** | 121,841 |

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

## 6 Cost of sales

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Cost of sales | **120,188** | 88,074 |
| | **120,188** | 88,074 |

Included within cost of sales is £113,916,000 (2024 £83,629,000) relating to the provision of services from other group companies

## 7 Operating profit

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| *Operating profit is stated after charging* | | |
| Depreciation of tangible assets (note 13) | **343** | 362 |
| Depreciation on Right of use assets (note 14) | **311** | 265 |
| Research and development | **7,015** | 7,927 |
| Employment costs (note 9) | **9,764** | 9,889 |
| Bad debt expense (note 15) | **4** | 8 |
| Foreign exchange (gain) | **(3,292)** | (1,467) |

## 8 Auditors' remunerations

During the years ended 31 January 2025 and 2024, the Company obtained the following services from the Company's auditors and its associates

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Fees paid to the Company's auditors and its associates for the audit of the company financial statements | **54** | 54 |
| | 54 | 54 |

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

## 9 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 2025 Number | Year ended 31 January 2024 Number |
|---|---|---|
| Production | **38** | 38 |
| Selling and Distribution | **16** | 24 |
| Administration | **22** | 23 |
| | **76** | 85 |

**Staff costs**

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Wages and salaries | **8,250** | 8,349 |
| Social security costs | **956** | 965 |
| Other pension costs | **558** | 575 |
| | **9,764** | 9,889 |

**Directors**

| The directors emoluments were as follows | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Aggregate emoluments | **385** | 358 |
| Pension contributions | **19** | 16 |

The highest paid director's emoluments were as follows

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive schemes | **243** | 208 |
| Pension contributions | **19** | 16 |

No key management personnel received any compensation for loss of office in current financial year (2024 nil)

The Directors' emoluments relate to services provided for the Company as well as other fellow Group undertakings

# Mavenir Systems Limited
## Notes to the financial statements
## For the year ended 31 January 2025

**9 Employee benefit costs and employee numbers (continued)**

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 £142,000 (2024 £150,000)

**10 Interest receivable/payable**

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| Interest receivable and similar income | 4,697 | 3,313 |
| Interest payable and similar expenses | 392 | 919 |

These relate to interest on intercompany loans, refer to note 15 Amounts owed by group undertakings and note 17 Amounts owed to group undertakings for further details of the loans

**11 Tax on profit**

| | Year ended 31 January 2025 £'000 | Year ended 31 January 2024 £'000 |
|---|---|---|
| *Current tax (credit)/charge* | | |
| – Current period | - | - |
| – Prior period | (9) | (57) |
| – Overseas withholding tax | 363 | 424 |
| Origination and reversal of temporary differences | | |
| – Current period | (107) | 64 |
| – Prior period | (91) | (21) |
| Total tax charge/(credit) for the year | 156 | 410 |

**Reconciliation to tax (credit)/charge**

Tax assessed for the year is lower (2024 lower) than the standard rate of corporation tax in the UK for the year ended 31 January 2025 of 25% (2024 24%) The differences are explained below

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Profit before taxation | 5,762 | 11,254 |
| Tax at the UK Statutory corporation tax rate of 25 00% (2024 24 00%) | 1,441 | 2,701 |
| Tax effect of expenses that are not deductible in determining taxable profit | 49 | 14 |
| Unrecognised deferred tax | (657) | 67 |
| Change in deferred tax rate | - | - |
| Withholding tax written off | 23 | - |
| Effect of fixed asset super-deduction | - | - |
| Group relief | (600) | (2,293) |
| Prior year adjustments | (100) | (79) |
| Total tax charge/(credit) for the year | 156 | 410 |

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

**11. Tax on profit (continued)**

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted) This new law was substantively enacted on 24 May 2021 For the financial year ended 31 January 2025, the current tax rate was 25 00% Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements

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 £1,103,430 (2024 £1,760,000), mainly relating to tax losses that can be carried forward indefinitely

**Deferred tax asset**

| | Accelerated Tax Depreciation £'000 | Provision and accruals £'000 | Total £'000 |
|---|---|---|---|
| **As at 1 February 2024** | 169 | 61 | 230 |
| Charge in the income statement | 47 | 151 | 198 |
| **As at 31 January 2025** | 216 | 212 | 428 |

**12 Investments**

| | Total £000 |
|---|---|
| *Cost* | |
| As at 1 February 2024 | 29,700 |
| Disposals in the year* | (2,315) |
| As at 31 January 2025 | 27,385 |
| *Amounts provided* | |
| As at 1 February 2024 | (5,864) |
| As at 31 January 2025 | (5,864) |
| **Net book value** | |
| **As at 31 January 2025** | **21,521** |
| As at 31 January 2024 | 23,836 |

*The disposal relates to the dissolution of Mavenir Systems Holdings Limited on 5th October 2024

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

**12 Investments (continued)**

As of 31 January 2025, the Company's direct and indirect holdings, were as follows

| Name | Country of incorporation | Principal activity | Currency | Shares held | Registered address |
|---|---|---|---|---|---|
| *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 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 |

* subsidiaries that are direct undertakings of the Company

' dormant company

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

**13 Tangible assets**

| | Leasehold improvements | Computer equipment | Total |
|---|---|---|---|
| | £'000 | £'000 | £'000 |
| **Cost** | | | |
| **As at 1 February 2024** | 488 | 2,033 | 2,521 |
| Additions | - | 51 | 51 |
| Disposals | - | (767) | (767) |
| **As at 31 January 2025** | 488 | 1,317 | 1,805 |
| **Accumulated depreciation** | | | |
| **As at 1 February 2024** | 380 | 1,140 | 1,520 |
| Charge for the year | 52 | 291 | 343 |
| Disposals | - | (595) | (595) |
| **As at 31 January 2025** | 432 | 836 | 1,268 |
| **Net book value** | | | |
| **As at 31 January 2025** | 56 | 481 | 537 |
| As at 31 January 2024 | 108 | 893 | 1,001 |

**14 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 2024 | 541 | (559) |
| Depreciation charge during the year | (311) | - |
| Interest expense during the year | - | (16) |
| Payments during the year | - | 392 |
| Balance as of 31 January 2025 | 230 | (183) |

The lease liabilities in the balance sheet are analysed as follows

| | 31 January 2025 | 31 January 2024 |
|---|---|---|
| | £'000 | £'000 |
| *Property* | | |
| Within one year | **183** | 323 |
| Between one and five years | - | 236 |
| | **183** | 559 |

Interest expense (included in finance cost) was £16,418 (2024 £24,256) Expenses relating to short-term leases (included in cost of goods sold and administrative expenses) was £nil (2024 £nil) The total cash outflow for leases in the year was £392,000 (2024 £367,000)

## 15 Debtors

**Amounts falling due within 12 months**

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Trade debtors | 24,954 | 16,558 |
| Accrued income and deferred costs | 18,579 | 24,058 |
| Prepayments | 203 | 399 |
| Other debtors | 97 | 1,187 |
| Amounts owed by group undertakings | 144,705 | 151,665 |
| | 188,538 | 193,867 |

Included in trade debtors is a provision for expected credit losses of £660,000 (2024 £656,000)
Trade debtors disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

Of the amounts owed by group undertakings, £99,167,000 (2024 £76,441,000) relates to loans with interest charged at 5% per annum and are repayable on demand The remainder £45,538,000 (2024 £75,225,000) are unsecured, interest free, have no fixed date of repayment and are repayable on demand

In October 2023, the Company entered into a new factoring agreement with Siris Capital Group LLC in order to sell some of its accounts receivable at a discount in return for cash Based on the agreement, the fees are 5% from the face amount of the receivables, regardless of the accounts receivable's due date The factoring is executed on a non-recourse basis and the sale of accounts receivable is recorded by the Company as a sale transaction During the year, the Company sold face amounts of £13,164,000 of these receivables and recognised non-operating expenses of £2,391,000

**Amounts falling due in more than 12 months**

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Accrued income and deferred costs | 1,830 | - |
| Deferred tax asset | 428 | 230 |
| | 2,258 | 230 |

## 16 Cash and cash equivalents

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Cash at bank | 10,671 | 3,578 |
| | 10,671 | 3,578 |

# Mavenir Systems Limited
## Notes to the financial statements
## For the year ended 31 January 2025

**17 Creditors amounts falling due within one year**

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Trade creditors | **2,485** | 5,468 |
| Other creditors | **101** | 85 |
| Accruals | **2,082** | 1,278 |
| Deferred income | **36,153** | 29,385 |
| Amounts owed to group undertakings | **68,070** | 75,557 |
| Other taxes and social security | **2** | 70 |
| Cumulative redeemable preference share capital | **33** | 33 |
| Corporation tax | **-** | 1 060 |
| Lease liability | **184** | 323 |
| | **109,111** | 113,259 |

**Amounts falling due after more than a year**

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Deferred income | - | 488 |
| Lease liability | - | 236 |
| | - | 724 |

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 years ended 31 January 2025 and 2024 is primarily attributable to cash payments received in advance of satisfying the performance obligations, offset by £17,086,855 and £19,637,306 respectively 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 19

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

A loan from **Mavenir Systems (Thailand) Ltd** of £1,815,527 ($2,250,000) (2024 £1,776,114) The loan is interest free and repayable on demand

A loan from **PT Mavenir Systems Indonesia** of £1,525,705 ($1,890,821) (2024 £1,407,110) Interest of 3 26% per annum above 3-month SOFR is charged on the loan and the loan is repayable on demand

A loan from **PT Mavenir Systems Indonesia** of £6,818,870 (IDR 138,213,566,292) (2024 £6,632,776) 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 £2,619,267 (IDR 53,090,638,889) (2024 £2,562,711) Interest of 5% per annum is charged on the loan and the loan is repayable on demand

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

**17 Creditors amounts falling due within one year (continued)**

A loan from **Acision International B V (Philippines)** of £1,496,150 (PHP 108,323,778) (2024 £1,522,760) 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 £588,779 (PHP 42,628,611) (2024 £599,251) 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 £2,945,468 (PHP 213,256,875) (2024 £2,997,855) 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 £3,129,924 (2024 £3,129,924) 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 £2,399,794 (EUR 2,870,979) (2024 £2,355,055) 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

**18 Provisions for other liabilities and charges**

| | **Dilapidations £'000** | **Total £'000** |
|---|---|---|
| **At 1 February 2024** | 159 | 159 |
| Increase/(Decrease) in provision | (32) | (32) |
| **At 31 January 2025** | 127 | 127 |

Analysed as

| | **31 January 2025 £'000** | 31 January 2024 £'000 |
|---|---|---|
| Current | - | - |
| Non- current | **127** | 159 |
| | **127** | 159 |

**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

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

### 19 Called up share capital

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| **Authorised** | | |
| 860,555 (2024 860,555) ordinary shares of 1p each | 9 | 9 |
| 594,300 (2024 594,300) 'A' ordinary shares of 1p each | 6 | 6 |
| | **15** | 15 |

| | | |
|---|---|---|
| **Called up, issued and fully paid** | | |
| 860,555 (2024 860,555) ordinary shares of 1p each | 9 | 9 |
| 594,300 (2024 594,300) A' ordinary shares of 1p each | 6 | 6 |
| | **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 17) - 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

### 20. Share premium account

| | 2025 £'000 | 2024 £'000 |
|---|---|---|
| At 1 February | **21,143** | 21,143 |
| At 31 January | **21,143** | 21,143 |

### 21 Other reserves

| | 31 January 2025 £'000 | 31 January 2024 £'000 |
|---|---|---|
| Other reserves | **1,532** | 1,532 |

# Mavenir Systems Limited
# Notes to the financial statements
# For the year ended 31 January 2025

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

## 22 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 9 The contributions outstanding at 31 January 2025 were £94,000 (2024 £84,000)

## 23 Ultimate parent undertaking and controlling party

The immediate parent undertaking 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 2025 The consolidated financial statements of Mavenir Group Holdings Limited are available from Mavenir Group Holdings Limited, Duo, Level 6, 280 Bishopsgate, London, United Kingdom, EC2M 4RB 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 825 Third Avenue, Suite 2850, New York, NY 10022, United States

## 24 Post balance sheet events

On 28 July 2025, the Group implemented a significant debt and capital recapitalisation transaction under new 2025 Credit Facilities, comprising a First Lien Credit Agreement and a Second Lien Credit Agreement, entered into by a US subsidiary, to refinance its legacy borrowings and strengthen its capital structure

In connection with this transaction, the Company became a guarantor and entered into a group-wide Security and Guarantee Agreement, under which substantially all of the property and assets of the Company and certain subsidiaries, including all of the capital stock held by such guarantors, subject to certain exceptions, were pledged

This transaction does not have any material impact on the Company's financial statements as at 31 January 2025