
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

MAGNUM OPUS ACQUISITION LIMITED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Forbes Announces Fourth Quarter & Full-Year 2021 Financial Results

*Full-Year 2021 Revenue Up 40 Percent Year-Over-Year to \$259 Million,
with Fourth Quarter 2021 Revenue Up 51 Percent*

NEW YORK – February 23, 2022 – Forbes Global Media Holdings, Inc., the iconic business information brand that convenes and curates the most influential leaders driving change, which is pursuing a business combination with Magnum Opus Acquisition Limited (NYSE: OPA), a publicly traded special purpose acquisition company focusing on the global consumer, technology and media sectors, today announced its financial results for the fourth quarter and full-year 2021.

Forbes' financial results, discussed below, may be found in the Preliminary Proxy Statement filed with the U.S. Securities and Exchange Commission on February 23, 2022, and accessible at the SEC's website (www.sec.gov).

"Our exceptional fourth quarter and full-year 2021 results are a credit to our OneTeam approach and demonstrates that everyone's work makes an impact," said Mike Federle, Chief Executive Officer, Forbes. "This is an incredibly exciting time to be at Forbes, where we are building on our heritage of innovation, and using technology to guide us into the next 100 years."

“Our top-line performance was driven heavily by higher revenue within our Media and Consumer businesses, which grew by 43 percent to \$204 million in aggregate,” said Michael York, Chief Financial Officer, Forbes, “These results demonstrate our traction and ability to execute on our Consumer strategy, which is one of our major growth initiatives as a soon-to-be public company.”

Fourth Quarter 2021 Financial Highlights

- Revenue increased 51 percent year-over-year to \$94 million, driven by contributions across Media and Consumer businesses. In particular, the Company’s Consumer business was up 72 percent in the fourth quarter year-over-year.
- Net income was \$18 million for the fourth quarter ended December 31, 2021 compared to net income of \$10 million for the same period in 2020.
- Adjusted EBITDA increased 48 percent year-over-year to \$27 million, and reflecting additional contributions from Forbes’ Media as well as Consumer business, including Marketplace.

Full-Year 2021 Financial Highlights

- Revenue increased 40 percent to \$259 million compared to \$185 million in the prior year period; this exceeded our prior projections of \$225 million by 15 percent.
- Net income was \$38 million compared to net income of \$8 million for fiscal year 2020.
- Adjusted EBITDA increased 86 percent to \$60 million compared to Adjusted EBITDA of \$33 million for fiscal year 2020, exceeding Management’s projections of \$46 million by 31 percent.

The Company also saw record levels of cash generation, with free cash flow of \$43 million (i.e. net cash provided by operating activities of \$47 million less purchase of PPE of \$5 million) through December 31, 2021, equal to 70 percent of Adjusted EBITDA. This strong free cash flow, in addition to our expected net cash position of \$145 million post-closing of the DeSPAC transaction, strongly positions Forbes for strategic alternatives.

Business Highlights

- This month, Forbes announced a \$200 million strategic investment from Binance.
- In January of 2022, Forbes announced a reorganization intended to cultivate stronger alignment across the entire company to support growth as it prepares for a public listing. This reorganization included the promotion of Jessica Sibley to Chief Operating Officer who is leading the newly unified Revenue Operations team.

Business Combination

On August 26, 2021, Forbes entered into a definitive agreement relating to a business combination with Magnum Opus, pursuant to which Forbes will become a publicly listed company. The transaction is expected to enable the Company to further capitalize on its successful digital transformation, using technology and data-driven insights to create more deeply engaged audiences, and associated high-quality and recurring revenue streams.

The business combination is subject to customary closing conditions and is expected to be consummated in the first quarter of 2022. Upon the closing of the business combination, the Company will operate under the Forbes name and is expected to be listed on the New York Stock Exchange trading under the new symbol “FRBS.”

About Forbes

Forbes champions success by celebrating those who have made it, and those who aspire to make it. Forbes convenes and curates the most influential leaders and entrepreneurs who are driving change, transforming business and making a significant impact on the world. The Forbes brand today reaches more than 150 million people worldwide through its trusted journalism, signature LIVE and Forbes Virtual events, custom marketing programs and 47 licensed local editions in 80 countries. Forbes Media’s brand extensions include real estate, education and financial services license agreements.

Forbes recently announced plans to go public through a business combination with Magnum Opus (NYSE: OPA), a special purpose acquisition company (SPAC), which is expected to close in the first quarter of 2022.

About Magnum Opus

Magnum Opus Acquisition Limited is a special purpose acquisition company sponsored by L2 Capital, a private investment firm. Magnum Opus is a partnership of enterprise builders and public and private market investment specialists with extensive experience operating and investing throughout the business life cycle from founding, scaling operations through public listing. Magnum Opus aims to partner with public ready enterprises at the forefront of convergence of consumption and technology. Magnum Opus’ mission is to support companies to realize their vision as they embark on their journey into the public markets and face new opportunities, challenges and stakeholders.

For more information, please visit Investor Relations: Magnum Opus Acquisition Limited (OPA).

Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of section 27A of the Securities Act and section 21E of the Exchange Act that are based on beliefs and assumptions and on information currently available to Magnum Opus and Forbes. In some cases, you can identify forward-looking statements by the following words: “may,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “ongoing,” “target,” “seek” or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. Any statements that refer to expectations, projections or other characterizations of future events or circumstances, including strategies or plans as they relate to the proposed transaction, are also forward-looking statements. These statements involve risks, uncertainties and other factors, including the risk factors related to Forbes described in the Preliminary Proxy Statement filed by Magnum Opus with the SEC, that may cause actual results, levels of activity, performance or achievements to be materially different from those expressed or implied by these forward-looking statements. Although each of Magnum Opus and Forbes believes that it has a reasonable basis for each forward-looking statement contained in this communication, each of Magnum Opus and Forbes cautions you that these statements are based on a combination of facts and factors currently known and projections of the future, which are inherently uncertain. In addition, there are risks and uncertainties relating to the proposed transaction that have been described in the Preliminary Proxy Statement filed by Magnum Opus with the SEC and other risks and uncertainties that will be described in other documents to be filed by Forbes or Magnum Opus from time to time with the SEC. These filings may identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements in this communication include statements regarding the proposed transaction, including the timing and structure of the transaction, the proceeds of the transaction and the benefits of the transaction, and Forbes’ growth

projections. Neither Magnum Opus nor Forbes can assure you that the forward-looking statements in this communication will prove to be accurate. These forward-looking statements are subject to a number of risks and uncertainties, including the ability to complete the Business Combination due to the failure to obtain approval from Magnum Opus's shareholders or satisfy other closing conditions in the Business Combination agreement, the occurrence of any event that could give rise to the termination of the Business Combination agreement, the ability to recognize the anticipated benefits of the Business Combination, the amount of redemption requests made by Magnum Opus's public shareholders, costs related to the transaction, the impact of the global COVID-19 pandemic, the risk that the transaction disrupts current plans and operations as a result of the announcement and consummation of the transaction, the outcome of any potential litigation, government or regulatory proceedings and other risks and uncertainties, including those included under the heading "Risk Factors" in the proxy statement filed by Magnum Opus with the SEC and those included under the heading "Risk Factors" in the Magnum Opus's final prospectus relating to its initial public offering dated March 23, 2021 and other filings with the SEC. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by Magnum Opus, Forbes, their respective directors, officers or employees or any other person that Magnum Opus and Forbes will achieve their objectives and plans in any specified time frame, or at all. The forward-looking statements in this communication represent the views of Magnum Opus and Forbes as of the date of this communication. Subsequent events and developments may cause those views to change. However, while Magnum Opus and Forbes may update these forward-looking statements in the future, there is no current intention to do so, except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing the views of Magnum Opus or Forbes as of any date subsequent to the date of this communication.

Important Information and Where to Find It

In connection with the proposed transaction, Magnum Opus has filed a Preliminary Proxy Statement and plans to file a Definitive Proxy Statement with respect to the shareholders meeting of Magnum Opus to vote on the proposed transaction. Shareholders of Magnum Opus and other interested persons are encouraged to read the Preliminary Proxy Statement and, when available, any amendments thereto and the Definitive Proxy Statement as well as other documents to be filed with the SEC because these documents contain, or will contain, important information about Magnum Opus, Forbes and the proposed transaction. The Definitive Proxy Statement will be mailed to shareholders of Magnum Opus as of a record date to be established for voting on the proposed transaction. Once available, shareholders of Magnum Opus will also be able to obtain a copy of the proxy statements and other documents filed with the SEC without charge, by directing a request to: Unit 1009, ICBC Tower, Three Garden Road, Central, Hong Kong. The Preliminary Proxy Statement and, once available, the Definitive Proxy Statement can also be obtained, without charge, at the SEC's website (www.sec.gov).

Participants in the Solicitation

Magnum Opus and Forbes and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the potential transaction described in this communication under the rules of the SEC. Information about the directors and executive officers of Magnum Opus and their ownership is set forth in Magnum Opus's filings with the SEC, including its final prospectus relating to its initial public offering dated March 23, 2021. Additional information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the Magnum Opus shareholders in connection with the potential transaction is set forth in the Preliminary Proxy Statement filed with the SEC and will be set forth in the Definitive Proxy Statement to be filed with the SEC. These documents are available free of charge at the SEC's website at www.sec.gov or by directing a request to: Unit 1009, ICBC Tower, Three Garden Road, Central, Hong Kong.

No Offer or Solicitation

This communication is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and does not constitute an offer to sell or a solicitation of an offer to buy any securities of Magnum Opus or Forbes, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure and represents a key metric used by Forbes' management and board of directors to measure the operational strength and performance of its business, to establish budgets, and to develop operational goals for managing its business. Adjusted EBITDA is defined as net income before interest expense, income taxes, depreciation and amortization expense, deferred compensation, management fees, minority interest expense, restructuring charges, impairment and certain discrete items impacting a particular segment's results in a particular period.

Forbes believes Adjusted EBITDA is relevant and useful information for investors because it allows investors to view performance in a manner similar to the method used by management. There are limitations on the use of Adjusted EBITDA and it may not be comparable to similarly titled measures of other companies. Other companies, including companies in Forbes' industry, may calculate non-GAAP financial measures differently than Forbes does, limiting the usefulness of those measures for comparative purposes.

Adjusted EBITDA should not be considered a substitute for income (loss) from operations, net income (loss), or net income (loss) attributable to Forbes on a consolidated basis that Forbes has reported in accordance with GAAP. Although Forbes uses Adjusted EBITDA as a financial measure to assess the performance of its business, such use is limited because it does not include certain costs necessary to operate Forbes' business. Forbes' presentation of Adjusted EBITDA should not be construed as indications that its future results will be unaffected by unusual or nonrecurring items.

The following table reconciles consolidated net income (loss) to Adjusted EBITDA for the periods presented:

	<u>Year Ended December 31,</u>	
	<u>2021</u>	<u>2020</u>
	(in thousands)	
Net income	\$ 38,001	\$ 7,540
Interest expense	787	941
Interest income	(24)	(25)
Income taxes	5,295	4,006
Depreciation and amortization	14,771	14,179
Stock-based compensation	3,240	(2,270)
Management fees	1,008	980
Gain/loss on sale on FMHK	(1,577)	-
Severance and other expenses ⁽¹⁾	4,643	5,508
Goodwill impairment charge	-	727
Other ⁽²⁾	(5,803)	942
Adjusted EBITDA	<u>\$ 60,341</u>	<u>\$ 32,528</u>

(1) This consists of severance related expenses and costs incurred in businesses that are no longer operational.

(2) Relates to the amortization of deferred revenue that was initially recognized at fair value during the 2014 business combination pursuant to a Membership Interest Purchase Agreement executed on July 16, 2014. This item also relates to loan forgiveness and losses in equity method investments.

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