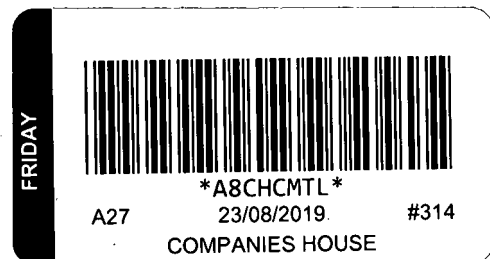


S.G. WARBURG & COMPANY LIMITED

REPORT AND FINANCIAL STATEMENTS

For the year ended

31 DECEMBER 2018



S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2018

CONTENTS	PAGES
Directors and Officers	2
Report of the Directors'	3 to 5
Independent Auditors' Report to the Members	6 to 8
Income Statement	9
Balance Sheet	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 to 15

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

Wayne Lawson-Turnbull (Chairman)

Matthew J Cartledge

Alastair S Holmes

John Quarmby

SECRETARY

Harriet H L Charles, ACIS

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS

5 Broadgate,
London,
United Kingdom,
EC2M 2QS

AUDITORS

Registered Auditors

Ernst & Young LLP
25 Churchill Place
Canary Wharf
London E14 5EY

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

REPORT OF THE DIRECTORS

The Directors present their Report together with the audited Financial Statements ('Accounts') of the Company for the year ended 31 December 2018 ('the year') which have been prepared in accordance with the provisions of the Companies Act 2006.

Strategic Report

The Directors have taken advantage of the exemption under Section 414B(b) of the Companies Act 2006 and have not prepared a Strategic Report for the year pursuant to Section 414A of the Companies Act 2006.

Principal Activities

The principal activities of the Company continued to be those of an investment holding company.

The Company continues to retain its investment in 1000 shares of Saudi Riyal 10 each fully paid in issued share capital of UBS Saudi Arabia.

Going Concern

For the purposes of the revised guidance to Directors of UK companies issued in 2016 by the UK Financial Reporting Council on Going Concern and Liquidity Risk, the Directors have, on the basis of their assessment of the Company's financial position and of the enquiries made of the direct parent UBS UK Holding Ltd, and its ultimate parent UBS Group AG, reasonably concluded that the Company will be able to continue in operational existence for the foreseeable future. Accordingly, the Directors shall continue to adopt the going concern basis in the preparation of its financial statements.

Results

The profit on ordinary activities, before taxation, of the Company for the year amounted to £3,000 (2017: £1,000). After taxation, the Company retained a profit of £3,000 (2017: £1,000).

The state of affairs of the Company as at the year end are otherwise as shown in the accompanying Income Statement and Balance Sheet:

Directors

The names of the current Directors are shown on page 2.

During the year and since the year-end, there have been no changes to the composition of the Board.

No service contracts have subsisted between the Company and any of its Directors during the year and no such contracts have come into being since the year.

REPORT OF THE DIRECTORS (CONTINUED)

Directors' Responsibilities

The following statement, which should be read in conjunction with the statement on auditors' responsibilities on page 7, is made by the Directors to explain their responsibilities in relation to the preparation of the financial statements and Directors' Report.

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each accounting reference period. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards

and applicable law) including Financial Reporting Standard 101 'Reduced Disclosure Framework'. The financial statements are required by law to 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 those financial statements, the Directors are required to.

- select suitable and appropriate accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to resume that the company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of Information to Auditors

Each of the Directors at the date of Board approval of this Report and the Accounts has confirmed that:

- as far as he/she is aware, there was no relevant audit information of which the auditors were unaware; and,
- he/she has taken all the steps they ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the auditors have been made aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Political Contributions

There were no contributions for political purposes made by the Company during the year (2017: £Nil).

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

REPORT OF THE DIRECTORS (CONTINUED)

Auditors

Ernst & Young LLP, have indicated their willingness to continue in office and, in the event the Company dispenses with the holding of annual general meetings, as permitted by the Companies Act 2006 ('the Act'), shall continue in office in accordance with Section 487 of the Act or, if annual general meetings are continued with, until the conclusion of the next annual general meeting and in which case a resolution of their re-appointment will be proposed.

Small Companies Exemption

The Directors have taken advantage of the Small Companies Exemption available under Section 415A of the Companies Act 2006 when preparing the Directors Report.

Approved by the Board of Directors on 27 June 2019 and signed on their behalf by:



Harriet H L Charles

Secretary

5 Broadgate, London, United Kingdom, EC2M 2QS

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF S.G. WARBURG & COMPANY LIMITED

Opinion

We have audited the financial statements of S.G. Warburg & Company Limited (the 'company') for the year ended 31 December 2018 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 9, 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 (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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 this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify 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

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF S.G. WARBURG & COMPANY LIMITED (CONTINUED)

that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- 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.
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

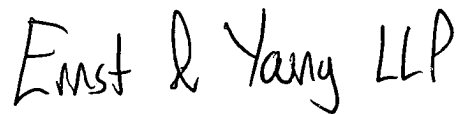
S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF S.G. WARBURG & COMPANY LIMITED (CONTINUED)

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.

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

Nicholas Dawes (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
28 June 2019

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £'000	2017 £'000
Interest receivable and similar income	4	<u>4</u>	<u>1</u>
Profit on ordinary activities before taxation		4	1
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
Retained profit transferred to reserves		<u>4</u>	<u>1</u>

There were no recognised gains or losses other than the results for the respective years as shown above.

All of the activities of the Company are classed as continuing.

The notes on pages 12 to 15 form part of these financial statements

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

BALANCE SHEET**AS AT 31 DECEMBER 2018**

	Notes	2018 £'000	2017 £'000
Fixed assets			
Investments	6	2	2
Current assets			
Cash at bank	7	267	263
Net Current assets		<u>267</u>	<u>263</u>
Total assets		<u>269</u>	<u>265</u>
 Capital and reserves			
Share capital	8	250	250
Profit and loss account		19	15
Shareholders' funds		<u>269</u>	<u>265</u>

These financial statements were approved by the Board on 27 June 2019 and are signed on their behalf by:



Matthew James Cartledge
Director

The notes on pages 12 to 15 form part of these financial statements

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

STATEMENT OF CHANGES IN EQUITY**FOR THE YEAR ENDED 31 DECEMBER 2018**

	Share Capital	Retained Earnings	Total Equity
	£'000	£'000	£'000
At 1 January 2017	250	14	264
Profit for the financial year	-	1	1
At 31 December 2017	250	15	265
Profit for the financial year	-	4	4
At 31 December 2018	250	19	269

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

1. ACCOUNTING POLICIES

Basis of preparation and change in accounting policy

The financial statements have been prepared under the historical cost convention and in accordance with UK Generally Accepted Accounting Practice ("UK GAAP"), and Financial Reporting Standard 101 ("FRS 101") for all periods presented.

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

- (a) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1
- (b) the requirements of paragraphs 10(d), 10(f), 38A-38D, 111 and 134-136 of IAS 1 Presentation of Financial Statements.
- (c) the requirements of IAS 7 Statement of Cash Flows.
- (d) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- (e) the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures.
- (f) 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 company's financial statements are presented in sterling, which is also the company's functional currency.

Balances with UBS AG

The Company has a banking relationship with UBS AG, the parent undertaking. Transactions include, inter alia, current accounts and deposits. In these financial statements, such balances are treated as bank accounts and not as amounts owed to and by group undertakings.

Investments

Investments are included at cost less provision if, in the opinion of the Directors, there has been a permanent diminution in value. Profits or losses arising from the disposal of fixed asset investments are treated as part of the result from ordinary activities.

Current tax

Current tax liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Dividends

Dividends are recognised in the period in which the right to receive is established. Dividends for the year that are approved after the Balance Sheet date are treated as a non-adjusting post Balance Sheet date event.

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

2. AUDITORS' REMUNERATION

During the year, fees of £2,794 (2017: £2,346) in connection with the audit of the Company's annual accounts were paid by UBS AG on the Company's behalf. In accordance with their normal practice no recharge will be made to the Company.

3. STAFF COSTS & DIRECTORS' REMUNERATION

None of the Directors who served during the year received any emoluments for service to the company (2017: £Nil).

The Company has no employees of its own (2017: Nil). UBS AG or UBS Business Solutions AG has made, and continues to make, available a number of its employees to be engaged either on a full-time or part-time basis in the performance of certain functions or operations in connection with the Company's business.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2018 £'000	2017 £'000
Interest / Dividend from group undertaking	4	1
	<u>4</u>	<u>1</u>

The income consists of dividends which were declared but not claimed. The unclaimed dividends are recognised as the shareholder claim expires.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2018 £'000	2017 £'000
<i>UK Corporation tax</i>		
Current tax charge on profit for the year	-	-
Total tax	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax charge assessed differs from the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are explained below.

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

NOTES TO THE FINANCIAL STATEMENTS**FOR THE YEAR ENDED 31 DECEMBER 2018****5. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)**

	2018 £'000	2017 £'000
Profit on ordinary activities before tax	<u>3</u>	<u>1</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2017: 19.25%)	1	-
Effects of: Income not recognised for tax purposes	(1)	-
Total tax for the year	<u>-</u>	<u>-</u>

6. INVESTMENTS

	2018 £'000	2017 £'000
As at 1 January 2018		
Other investments	<u>2</u>	<u>2</u>
As at 31 December 2018	<u>2</u>	<u>2</u>

UBS Saudi Arabia

The Company continues to retain its interests in 1,000 shares of Saudi Arabian Riyal 10 each fully paid in the issued share capital of UBS Saudi Arabia.

7. CASH AT BANK

	2018 £'000	2017 £'000
Cash at Bank	<u>267</u>	<u>263</u>
	<u>267</u>	<u>263</u>

S.G. WARBURG & COMPANY LIMITED

Company Registration Number: 01121735

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

8. SHARE CAPITAL

Issued, allotted and fully paid:

	2018 £'000	2017 £'000
250,000 Ordinary shares of £1 each	250	250
	<u>250</u>	<u>250</u>

9. ULTIMATE PARENT COMPANY

The Company's immediate parent undertaking is UBS UK Holding Limited, a company incorporated in the United Kingdom. The ultimate parent undertaking and controlling party is UBS Group AG, a company incorporated in Switzerland. This is the largest Group Company preparing consolidated financial statements which include the Company's financial statements.

Copies of the financial statements can be obtained from

https://www.ubs.com/global/en/about_ubs/investor_relations/annualreporting/2018.html