Company Number: 02474901

GOLDMAN SACHS ASSET MANAGEMENT INTERNATIONAL

(unlimited company)

ANNUAL REPORT

30 NOVEMBER 2018

STRATEGIC REPORT

The directors present their strategic report for the period ended 30 November 2018.

1. Introduction

Goldman Sachs Asset Management International (the company) is an asset management company principally operating in the Europe, the Middle East and Africa (EMEA) region.

The company is authorised and regulated by the Financial Conduct Authority (FCA).

The company's ultimate parent undertaking and controlling entity is The Goldman Sachs Group, Inc. (Group Inc.). Group Inc. is a bank holding company and a financial holding company regulated by the Board of Governors of the Federal Reserve System (FRB). Group Inc., together with its consolidated subsidiaries, form 'GS Group'. GS Group is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals.

As part of GS Group, the company seeks to be a leading participant in the investment management industry and continues to develop its business having regard to the broader strategy defined by GS Group.

During the period, the company changed its accounting reference date from 31 December to 30 November to conform to the period used by the company for U.S. tax reporting purposes. As such, these financial statements have been prepared for the eleven months ended 30 November 2018, with comparative information being presented for the twelve months ended 31 December 2017. As a result, amounts presented in this annual report are not directly comparable.

The company primarily operates in a U.S. dollar environment as part of GS Group. Accordingly, the company's functional currency is the U.S. dollar and these financial statements have been prepared in that currency.

2. Financial overview

The results of the period are shown in the profit and loss account on page 11.

As a result of the adoption of IFRS 15 'Revenue from Contracts with Customers' (IFRS 15), the company has prospectively changed the presentation of certain costs from a net presentation within turnover to a gross basis, resulting in an increase in both turnover and administrative expenses by US$406.4 million for the period ended 30 November 2018 in comparison to the company's past presentation.

Turnover increased to US$903.2 million from US$482.9 million in the prior period primarily due to the presentation change mentioned above and an increase in incentive fees. Administrative expenses increased to US$768.3 million from US$393.4 million in the prior period primarily due to the presentation change mentioned above. Profit before taxation was US$140.6 million (period ended 31 December 2017: US$92.5 million).

The company had total assets of US$478.7 million as at 30 November 2018 (31 December 2017: US$513.3 million).

Average Assets Under Management (AUM) during the period were US$159.3 billion (period ended 31 December 2017: US$143.5 billion). AUM as at 30 November 2018 were US$150.6 billion (31 December 2017: US$148.1 billion).

STRATEGIC REPORT (continued)

3. Exchange rate

The British pound/U.S. dollar exchange rate at the balance sheet date was £/$1.2743 (31 December 2017: £/$1.3524). The average rate for the period was £/$1.3347 (period ended 31 December 2017: £/$1.3020).

4. Future outlook

The directors consider that the period end financial position of the company was satisfactory. No significant change in the company's principal business activities is currently expected.

In the event that the U.K. leaves the E.U. (Brexit) without any transitional agreements, arrangements are in place which should allow U.K. portfolio managers, such as the company, to continue to provide portfolio management services directly to certain institutional clients (depending on their location), and, on a delegated basis, to E.U. domiciled funds in the same way as it does today. These arrangements have been coordinated both at the E.U. level (via memorandums of understanding permitting delegation of portfolio management services to U.K. portfolio managers, such as the company, under each of MiFID, UCITS and AIFMD) and by some individual member states (via temporary licensing or exemptive measures or other arrangements permitting the provision of portfolio management services into the territory of that member state).

5. Business environment

Global

During the period ended November 2018, real gross domestic product (GDP) growth appeared to increase in the U.S. but generally appeared to decrease in other major economies. In advanced economies, growth in the Euro area, U.K., and Japan each appeared to be lower and in emerging markets, growth in China decreased slightly. Economic activity in several major emerging market economies was impacted by concerns about the vulnerability of these economies to a stronger U.S. dollar and higher U.S. Treasury rates. Global asset markets experienced significant periods of volatility in the beginning and towards the end of the period ended November 2018 driven by concerns about the prospect of slowing global growth and tighter monetary policy. The U.S. presidential administration implemented and proposed new tariffs on imports from China, which prompted retaliatory measures, and rising global trade tensions remained a meaningful source of uncertainty affecting asset prices throughout the period ended November 2018. Political uncertainty in Europe increased as a new coalition government formed in Italy in May 2018 and the future of the relationship between the U.K. and E.U. remained uncertain. During the period ended November 2018, the U.S. Federal Reserve increased the target federal funds rate three times and the Bank of England increased its official target interest rate in August 2018, while the Bank of Japan introduced forward guidance and expanded the permissible range of fluctuations for the 10-year interest rate. In investment banking, industry-wide announced and completed mergers and acquisitions volumes increased compared with the period ended December 2017, while industry-wide underwriting transactions decreased.

Europe

In the Euro area, real GDP appeared to increase for the period ended November 2018 compared with the period ended December 2017, while measures of inflation remained low. The European Central Bank maintained its main refinancing operations rate at 0% and its deposit rate at (0.40)%, but reduced its monthly asset purchases to a pace of €15 billion per month after September 2018 and through November 2018, after which net asset purchases ended. Measures of unemployment decreased, and the Euro depreciated by 6% against the U.S. dollar for the period ended November 2018 compared with the end of December 2017. Following the formation of a new coalition government in May 2018, political uncertainty in Italy remained high and the yield on 10-year government bonds in Italy increased significantly. Elsewhere in the Euro area, yields on 10-year government bonds mostly decreased. In equity markets, the DAX Index decreased by 13%, Euro Stoxx 50 Index decreased by 9% and the CAC 40 Index decreased by 6% for the period ended November 2018 compared with the end of December 2017. In March 2018, it was announced that terms were agreed upon for the transitional period of the U.K.'s withdrawal from the E.U. and, in November 2018, the U.K. and the E.U. agreed on a draft withdrawal agreement. However, as of the end of the period, there was significant uncertainty about the future relationship between the U.K. and the E.U.

STRATEGIC REPORT (continued)

5. Business environment (continued)

In the U.K., real GDP appeared to increase for the period ended November 2018 compared with the period ended December 2017. The Bank of England increased its official bank rate by 25 basis points to 0.75% in August 2018, and the British pound depreciated by 6% against the U.S. dollar for the period ended November 2018 compared with the end of December 2017. The yield on 10-year government bonds increased by 18 basis points and, in equity markets, the FTSE 100 Index decreased by 9% for the period ended November 2018 compared with the end of December 2017.

6. Principal risks and uncertainties

The company faces a variety of risks that are substantial and inherent in its business including market, liquidity, credit, operational, legal, regulatory and reputational risks. The following are some of the more important factors that could affect the company's business.

Economic and market conditions

The company's business, by its nature, produces earnings which are directly linked to its AUM, which can be materially affected by conditions in the global financial markets and economic conditions generally. These conditions can change suddenly and negatively. Poor investment returns, due to either general market conditions or underperformance (relative to our competitors or to benchmarks) by investment funds or separate accounts that the company manages or investment products that it designs or sells, affects its ability to retain existing assets and to attract new clients or additional assets from existing clients. This could affect the management and incentive fees that the company earns on AUM.

Brexit will likely change the arrangements by which U.K. firms are able to provide services in the E.U. which may result in market volatility and may negatively impact the confidence of investors and clients.

Regulation

As a participant in the investment management industry and a subsidiary of a systemically important financial institution, the company is subject to extensive regulation principally in the U.K. and the E.U. more generally but also in the U.S. as a subsidiary of Group Inc. The company faces the risk of intervention by regulatory and tax authorities in all jurisdictions in which it conducts its business. Among other things, as a result of regulators or private parties challenging the company's compliance with enforcing existing laws and regulations, it could be fined, prohibited from engaging in its business activity, subject to limitations or conditions on its business activity or subjected to new or substantially higher taxes or other governmental charges in connection with the conduct of its business. Such limitations or conditions may negatively impact the company's profitability.

If there are new laws or regulations or changes in the enforcement of existing laws or regulations applicable to the company's business or that of the company's clients, including capital and liquidity requirements, reporting requirements, tax burdens and compensation restrictions, that are imposed on a limited subset of financial institutions (either based on size, activities, geography or other criteria) which may include the company or Group Inc., compliance with these new laws and regulations, or changes in the enforcement of existing laws or regulations, could adversely affect the company's ability to compete effectively with other institutions that are not affected in the same way. In addition, regulation imposed on financial institutions or market participants generally, such as taxes on financial transactions, could adversely impact levels of market activity more broadly, and thus impact the company's business.

The company is also subject to laws and regulations, such as the E.U.'s General Data Protection Regulation, relating to the privacy of the information of clients, employees or others, and any failure to comply with these laws and regulations could expose the company to liability and/or reputational damage. As new privacy-related laws and regulations are implemented, the time and resources needed for the company to comply with such laws and regulations, as well as the company's potential liability for non-compliance and reporting obligations in the case of data breaches, may significantly increase.

STRATEGIC REPORT (continued)

6. Principal risks and uncertainties (continued)

Liquidity

The company's liquidity could be impaired by an inability to access funds from affiliates or by unforeseen outflows of cash. This situation may arise due to circumstances that the company may be unable to control, such as a general market disruption or an operational problem that affects third parties or the company or its affiliates. In order to mitigate this risk, the company has in place what it considers to be a conservative set of liquidity policies.

Credit quality

The company generates turnover in the form of fees from investment funds and separate accounts. Fees from investment funds are settled from the AUM of the fund, for which the credit risk is considered minimal. For separate accounts, the company manages its credit risk arising from clients by entering into factoring agreements with Group Inc.

Operational infrastructure

The company's business is highly dependent on its ability to process and monitor, on a daily basis, a large number of transactions, many of which are highly complex, and occur at high volumes and frequencies, across numerous and diverse markets in many currencies. These transactions, as well as information technology services provided to clients, often must adhere to client-specific guidelines, as well as legal and regulatory standards.

Many rules and regulations worldwide govern the company's obligations to report transactions and other information to regulators, exchanges and investors. Compliance with these legal and reporting requirements can be challenging, and GS Group and other financial institutions have been subject to regulatory fines and penalties for failing to report timely, accurate and complete information. As reporting requirements expand, compliance with these rules and regulations has become more challenging.

As the company's client base and geographical reach expands, developing and maintaining operational systems and infrastructure becomes more challenging. Financial, accounting, data processing or other operating systems and facilities may fail to operate properly or become disabled as a result of events that are wholly or partially beyond the company's control, such as a spike in transaction volume, adversely affecting the ability to process these transactions or provide these services. The company must continuously update these systems to support its operations and growth and to respond to changes in regulations and markets, and invest heavily in systemic controls and training to ensure that such transactions do not violate applicable rules and regulations or, due to errors in processing such transactions, adversely affect markets, clients and counterparties or the company itself. System enhancements and updates, as well as the requisite training, entail significant costs and create risks associated with implementing new systems and integrating them with existing ones.

The company's business is also dependent on numerous third party vendors, either of the company directly, or of the investment funds, whose assets the company manages, and their management company. As the company continues to grow its client base, its geographical reach and its transaction breadth and volume, it must continue to evolve its vendor management control framework to ensure all new vendor related risks are captured and changes to regulations considered.

Despite the resiliency plans and facilities that are in place, the company's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its business. This may include a disruption involving electrical, satellite, undersea or other communications, internet, transportation or other services facilities used by the company or third parties with which the company conducts business. These disruptions may occur as a result of events that affect the company's use of buildings or systems or those of such third parties, or as a result of events with a broader impact globally, regionally or in the cities where those buildings or systems are located, including, but not limited to, natural disasters, war, civil unrest, terrorism, economic or political developments, pandemics and weather events.

STRATEGIC REPORT (continued)

6. Principal risks and uncertainties (continued)

Cyber security

The company must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption. The increasing migration of the company's communication and other platforms from company provided devices to employee-owned devices presents additional risks of cyber attacks. In addition, due to the interconnectivity with third-party vendors (and their respective service providers), the company could be adversely impacted if any of them is subject to a successful cyber attack or other information security event. These effects could include the loss of access to information or services from the third party subject to the cyber attack or other information security event, which could, in turn, interrupt certain of the company's businesses.

Despite the company's efforts to ensure the integrity of its systems and information, it may not be able to anticipate, detect or implement effective preventive measures against all cyber threats. Cyber attacks can originate from a variety of sources and third parties may also attempt to place individuals within the company or induce employees, clients or other users of the company's systems to disclose sensitive information or provide access to the company's data or that of its clients, and these types of risks may be difficult to detect or prevent.

Although the company takes protective measures and endeavours to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorised access, misuse, computer viruses or other malicious code and other events that could have a security impact. Due to the complexity and interconnectedness of the company's systems, the process of enhancing protective measures can itself create a risk of systems disruptions and security issues. If one or more of such events occur, this potentially could jeopardise the company or its clients' or counterparties' confidential and other information processed and stored in, and transmitted through, the company's computer systems and networks, or otherwise cause interruptions or malfunctions in the company's, its clients', its counterparties' or third parties' operations, which could impact their ability to transact with the company or otherwise result in legal or regulatory action, significant losses or reputational damage.

The company routinely transmits and receives personal, confidential and proprietary information by email and other electronic means. The company has discussed and worked with clients, vendors, service providers, counterparties and other third parties to develop secure transmission capabilities and protect against cyber attacks, but does not have, and may be unable to put in place, secure capabilities with all of its clients, vendors, service providers, counterparties and other third parties and it may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of the information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a client, vendor, service provider, counterparty or other third party could result in legal liability, regulatory action and reputational harm.

Risk management

The company seeks to monitor and control risk exposure through a risk and control framework encompassing a variety of separate, but complementary financial, credit, operational, compliance and legal reporting systems, internal controls, management review processes and other mechanisms. Whilst the company employs a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgements that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. Thus, the company may, in the course of its activities, incur losses. In addition, refer to the financial risk management section (see note 15).

STRATEGIC REPORT (continued)

6. Principal risks and uncertainties (continued)

Conflicts of interest

A failure to appropriately identify and address potential conflicts of interest could adversely affect the company's businesses. Due to the broad scope of GS Group's businesses and client base, the company regularly addresses potential conflicts of interest, including situations where services to a particular client or GS Group's own investments or other interests conflict, or are perceived to conflict, with the interests of another client, as well as situations where one or more of its businesses have access to material non-public information that may not be shared with other businesses within GS Group and situations where it may be a creditor of an entity with which GS Group also has an advisory or other relationship.

Extensive procedures and controls are in place that are designed to identify and address conflicts of interest, including those designed to prevent the improper sharing of information among businesses. However, appropriately identifying and dealing with conflicts of interest is complex and difficult, and the company's reputation, which is one of its most important assets, could be damaged and the willingness of clients to enter into transactions with the company may be affected if it fails, or appears to fail, to identify, disclose and deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to litigation or regulatory enforcement actions.

Legal liability

Substantial legal liability or significant regulatory action against the company could have material adverse financial effects or cause significant reputational harm, which in turn could seriously harm business prospects. The company faces significant legal risks in its business, and the volume of claims and amount of damages and penalties claimed in litigation and regulatory proceedings against financial institutions remain high.

7. Date of authorisation of issue

The strategic report was authorised for issue by the Board of Directors on 25 March 2019.

BY ORDER OF THE BOARD

David Jackson

D. T. Jackson

Secretary

26 March 2019

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the period ended 30 November 2018.

1. Introduction

In accordance with section 414A of the Companies Act 2006, the directors have prepared a strategic report, which contains a review of the company's businesses and a description of the principal risks and uncertainties facing the company. The directors have chosen to make reference to the future outlook of the company in the strategic report in accordance with section 414C(11) of the Companies Act 2006. The company's risk management objectives and policies, including exposures to market risk, credit risk and liquidity risk are described in note 15 to the financial statements.

2. Dividends

The directors declared and paid an interim dividend of US$100.0 million on 29 November 2018 (period ended 31 December 2017: US$100.0 million).

3. Disclosure of information to auditors

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.

4. Independent auditors

Prior to 1 October 2007, the company passed an elective resolution under section 386 of the Companies Act 1985 to dispense with the annual reappointment of auditors. PricewaterhouseCoopers LLP will, accordingly, continue in office as auditors of the company pursuant to section 487(2) of the Companies Act 2006 and paragraph 44 of Schedule 3 to the Companies Act 2006 (Commencement No. 3 Consequential Amendment, Transitional Provisions and Savings) Order 2007.

5. Directors

The directors of the company who served throughout the period and to the date of this report, except where noted, were:

Name	Appointed
K. Uniacke (Chair)	
L. A. Donnelly	
M. Holmes	12 January 2018
G. R. Thorpe	
A. F. Wilson	
C. S. Withey	

No director had, at the period end, any interest requiring note herein.

DIRECTORS' REPORT (continued)

6. Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company at the end of the financial period and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; 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 keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts 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.

7. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on 25 March 2019.

BY ORDER OF THE BOARD

D. T. Jackson

Secretary

26 March 2019

Independent auditors' report to the members of Goldman Sachs Asset Management International (unlimited company)

Report on the audit of the financial statements

Opinion

In our opinion, Goldman Sachs Asset Management International's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2018 and of its profit for the 11 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance Sheet as at 30 November 2018; the Profit and Loss Account, the Statement of Changes in Equity for the 11 month period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's operations, customers, suppliers and the wider economy.

Reporting on other information

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

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

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 30 November 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 8, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Nick Morrison (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
26 March 2019

PROFIT AND LOSS ACCOUNT

for the period ended 30 November 2018

	Note	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Turnover		903,198	482,934
Interest receivable and similar income	4	5,679	3,026
Administrative expenses	5	(768,281)	(393,430)
OPERATING PROFIT AND PROFIT BEFORE TAXATION		140,596	92,530
Tax on profit	8	(26,573)	(17,478)
PROFIT FOR THE FINANCIAL PERIOD		114,023	75,052

The operating profits of the company are derived from continuing operations in the current and prior periods.

The company has no recognised gains and losses other than those included in the profit and loss account for the periods shown above and therefore no separate statement of comprehensive income has been presented.

The accompanying notes are an integral part of these financial statements.

BALANCE SHEET

as at 30 November 2018

	Note	30 November 2018 US$'000	31 December 2017 US$'000
FIXED ASSETS			
Investments	9	101	101
CURRENT ASSETS			
Cash at bank and in hand		207,236	303,660
Debtors	10	271,342	209,534
		478,578	513,194
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	11	(120,053)	(170,020)
NET CURRENT ASSETS		358,525	343,174
NET ASSETS		358,626	343,275
CAPITAL AND RESERVES			
Called up share capital	12	1,756	1,756
Share premium account		69,232	69,232
Profit and loss account		287,638	272,287
TOTAL SHAREHOLDER'S FUNDS		358,626	343,275

The financial statements were approved by the Board of Directors on 25 March 2019 and signed on its behalf by:

M. Holmes

M. Holmes
Director

The accompanying notes are an integral part of these financial statements.
Company number: 02474901

STATEMENT OF CHANGES IN EQUITY

for the period ended 30 November 2018

	Note	Called up share capital US$'000	Share premium account US$'000	Profit and loss account US$'000	Total shareholder's funds US$'000
Balance at 1 January 2017		1,756	69,232	297,235	368,223
Profit for the financial period		-	-	75,052	75,052
Dividends	13	-	-	(100,000)	(100,000)
Balance at 31 December 2017		1,756	69,232	272,287	343,275
Cumulative effect on retained earnings due to adoption of IFRS 15, net of tax		-	-	1,328	1,328
Profit for the financial period		-	-	114,023	114,023
Dividends	13	-	-	(100,000)	(100,000)
Balance at 30 November 2018		1,756	69,232	287,638	358,626

Interim dividends paid: US$100.0 million (period ended 31 December 2017: US$100.0 million).

The accompanying notes are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS - 30 NOVEMBER 2018

1. GENERAL INFORMATION

The company is a private unlimited company and is incorporated and domiciled in England and Wales. The address of its registered office is Peterborough Court, 133 Fleet Street, London, EC4A 2BB, United Kingdom.

The company's immediate parent undertaking and the parent company of the smallest group for which consolidated financial statements are prepared is Goldman Sachs Group UK Limited (GSG UK), a company incorporated and domiciled in England and Wales. Copies of its consolidated financial statements are available on request from the Company Secretary, GSG UK, Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom.

The ultimate controlling undertaking and the parent company of the largest group for which consolidated financial statements are prepared is The Goldman Sachs Group, Inc., a company incorporated in the United States of America. Copies of its consolidated financial statements can be obtained from Investor Relations, 200 West Street, New York, NY 10282, United States of America, GS Group's principal place of business, or at www.goldmansachs.com/shareholders.

Basel III Pillar 3 disclosures

The company is included in the consolidated Pillar 3 disclosures of GSG UK, as required by the E.U. Capital Requirements Regulation. GSG UK's November 2018 Pillar 3 disclosures will be made available in conjunction with the publication of its consolidated financial information at www.goldmansachs.com/disclosures.

Country-by-Country Reporting

The company is included in the consolidated country-by-country reporting disclosures of GSG UK, as required by the Capital Requirements (Country-by-Country Reporting) Regulations 2013. GSG UK's November 2018 country-by-country disclosures will be made available by 31 December 2019 at www.goldmansachs.com/disclosures.

2. ACCOUNTING POLICIES

a. Basis of preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the Companies Act 2006.

During the period, the company changed its accounting reference date from 31 December to 30 November to conform to the period used by the company for U.S. tax reporting purposes. As such, these financial statements have been prepared for the eleven months ended 30 November 2018, with comparative information being presented for the twelve months ended 31 December 2017. As a result, amounts presented in this annual report are not directly comparable.

The following exemptions from the disclosure requirements of International Financial Reporting Standards (IFRS) as adopted by the E.U. have been applied in the preparation of these financial statements in accordance with FRS 101:

(i) IFRS 2 'Share-based Payment' paragraph 45(b) and 46 to 52. These disclosures are provided in the consolidated financial statements of Group Inc.;

(ii) IFRS 15 'Revenue from Contracts with Customers' second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129;

(iii) IAS 1 'Presentation of Financial Statements' paragraph 38 to present comparative information in respect of IAS 1 'Presentation of Financial Statements' paragraphs 79 (a)(iv);

2. ACCOUNTING POLICIES (continued)

a. Basis of preparation (continued)

(iv) IAS 1 'Presentation of Financial Statements' paragraphs 10(f), 16, and 40A-D;

(v) IAS 7 'Statement of Cash Flows';

(vi) IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' paragraphs 30 and 31;

(vii) IAS 24 'Related Party Disclosures' paragraph 17; and

(viii) IAS 24 'Related Party Disclosures' requirements to disclose transactions with companies also wholly owned within GS Group.

b. Changes in accounting policies

IFRS 15 'Revenue from Contracts with Customers'

From 1 January 2018, the company adopted IFRS 15 under the cumulative effect transition approach. This standard, as amended, provides comprehensive guidance on the recognition of revenue earned from contracts with customers arising from the transfer of goods and services, guidance on accounting for certain contract costs and new disclosures.

As a result of adopting this standard, the company recognises certain investment management fees earlier than under the company's previous revenue recognition policies. The cumulative effect of adopting this standard on 1 January 2018 was an increase in retained earnings of US$1.3 million (net of tax).

The company also prospectively changed the presentation of certain costs from a net presentation within turnover to a gross basis, resulting in an increase in both turnover and administrative expenses by US$406.4 million for the period ended 30 November 2018 in comparison to the company's past presentation.

Refer to note 2(c) for further detail.

IFRS 9 'Financial Instruments'

From 1 January 2018 the company adopted IFRS 9 'Financial Instruments' (IFRS 9) as issued by the IASB in July 2014. The company did not early adopt IFRS 9 in previous periods.

As permitted by the transitional provisions of IFRS 9, the company elected not to restate comparative figures. The consequential amendments to IFRS 7 disclosures have only been applied in the current year.

The adoption of IFRS 9 has resulted in changes in the company's accounting policies for classification and measurement of financial assets and liabilities and impairment of financial assets – refer to note 2(h) for further detail.

Set out below are disclosures relating to the impact of the adoption of IFRS 9 on the company:

(i) Classification and measurement

The company performed a detailed analysis of its business models for managing financial assets and, where required, subsequent analysis of cash flow characteristics on individual financial assets.

2. **ACCOUNTING POLICIES (continued)**

b. Changes in accounting policies (continued)

There were no changes to the carrying amount of financial assets as a result of the adoption of IFRS 9. As at 1 January 2018, the company had US$512.6 million of financial assets classified as loans and receivables under IAS 39 'Financial Instruments: Recognition and Measurement' (IAS 39). These financial assets were reclassified as measured at amortised cost under IFRS 9.

There were no changes to the classification and measurement of financial liabilities.

(ii) Impairment

The company has developed and tested an impairment model that complies with the key requirements of IFRS 9. The results calculated by the model were not material and therefore the company has not recorded any credit losses as a result of adopting IFRS 9.

c. Revenue recognition

From 1 January 2018, the company accounts for revenues earned from contracts with clients for investment management services under IFRS 15. As such, revenues from these services are recognised when the performance obligations related to the underlying transactions are completed.

In addition, from 1 January 2018, if the company is principal to the transaction, the company recognises revenue on contracts with clients, gross of expenses incurred to satisfy some or all of its performance obligations. The company is principal to the transaction if it has the primary obligation to provide the service to the client. The company satisfies the performance obligation by itself, or by engaging other GS Group entities to satisfy some or all of its performance obligations on its behalf. Such revenue is recognised in turnover and expenses incurred are recognised in administrative expenses. Prior to 1 January 2018, revenue on contracts with clients was presented net of certain expenses incurred to satisfy some or all of the performance obligations. See note 2(b) for further information about the adoption impact of IFRS 15.

Turnover comprises of the following:

Management fees

Management fees are recognised on an accruals basis and are generally calculated as a percentage of a fund or a separately managed account's average net asset value. All management fees are recognised over the period that the related service is provided.

Incentive fees

Incentive fees are calculated as a percentage of a fund's return or a percentage of a fund's excess return above a specified benchmark or other performance target.

From 1 January 2018, incentive fees earned from a fund or separately managed account are recognised when it is probable that a significant reversal of such fees will not occur, which is generally when such fees are no longer subject to fluctuations in the market value of investments held by the fund or separately managed account. Therefore, incentive fees recognised during the period may relate to performance obligations satisfied in previous periods. Prior to 1 January 2018, incentive fees were recognised only when all material contingencies were resolved.

2. ACCOUNTING POLICIES (continued)

d. Foreign currencies

The company's financial statements are presented in U.S. dollars, which is also the company's functional currency.

Transactions denominated in foreign currencies are translated into U.S. dollars at rates of exchange ruling on the date the transaction occurred. Monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at rates of exchange ruling at the balance sheet date. Foreign exchange gains and losses are recognised in operating profit.

e. Dividends

Final equity dividends are recognised as a liability and deducted from equity in the period in which the dividends are approved by the company's shareholder. Interim equity dividends are recognised and deducted from equity when paid.

f. Fixed asset investments

Fixed asset investments are stated at cost less provision for any impairment.

g. Cash at bank and in hand

Cash at bank and in hand and highly liquid overnight deposits held in the ordinary course of business.

h. Financial assets and financial liabilities

(i) Recognition and derecognition

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or if the company transfers the financial asset and either a) substantially all the risk and rewards of ownership, or b) neither transfers nor retains substantially all the risk and rewards of ownership and the company does not retain control of that financial asset. A financial liability is derecognised only when it is extinguished (i.e. when the obligation specified in the contract is discharged, is cancelled or expires).

(ii) Classification and measurement

From 1 January 2018 the company has adopted IFRS 9 and classifies its financial assets as financial assets measured at amortised cost on the basis of both the company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The business model reflects how the company manages particular groups of assets in order to generate future cash flows. Where the business model is to hold the assets to collect contractual cash flows, the company subsequently assesses whether the cash flows represent solely payments of principal and interest.

Financial assets that are held for the collection of contractual cash flows and have cash flows that represent solely payments of principal and interest are measured at amortised cost, unless they are designated at fair value through profit or loss. The company considers whether the cash flows represent basic lending arrangements and where contractual terms introduce exposure to risk or volatility inconsistent with a basic lending arrangement the financial asset is classified and measured at fair value through profit or loss.

NOTES TO THE FINANCIAL STATEMENTS - 30 NOVEMBER 2018

2. ACCOUNTING POLICIES (continued)

h. Financial assets and financial liabilities (continued)

Financial assets at amortised cost are initially measured at fair value plus transaction costs and subsequently at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or, when appropriate, a shorter period to the net carrying amount of the financial asset. When calculating the effective interest rate, the company estimates cash flows considering all contractual terms of the financial asset but does not consider future credit losses. All finance income is recognised in the profit and loss account.

Prior to 1 January 2018, the company classified its financial assets as loans and receivables under IAS 39. Loans and receivables were non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such financial assets were initially recognised at fair value plus transactions costs and subsequently measured at amortised cost using the effective interest method. Finance revenue was recorded in interest receivable and similar income.

The company classifies its financial liabilities as financial liabilities measured at amortised cost. The classification, which is determined at initial recognition, depends on the purpose for which they were acquired or originated.

Financial liabilities measured at amortised cost are initially recognised at fair value plus transaction costs and subsequently measured at amortised cost using the effective interest method (see above). Finance costs, including discounts allowed on issue, are recorded in the profit and loss account.

(iii) Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet where there is:

(i) Currently a legally enforceable right to set off the recognised amounts; and

(ii) Intent to settle on a net basis or to realise the asset and settle the liability simultaneously.

Where the conditions are not met, financial assets and financial liabilities are presented on a gross basis in the balance sheet.

i. Current and deferred tax

The tax expense for the period comprises current tax. Tax is recognised in the profit and loss account.

Current tax is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all temporary differences that have originated, but not reversed at the balance sheet date, where transactions or events have occurred by that date that will result in an obligation to pay more tax or a right to pay less tax in the future with the following exceptions:

(i) Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which future reversal of the underlying temporary differences can be deducted.

2. ACCOUNTING POLICIES (continued)

i. Current and deferred tax (continued)

(ii) Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts recognised in these financial statements. The nature of estimation means that actual outcomes could differ from those estimates. In the opinion of management, there were no judgements made that had a significant effect on amounts recognised in the financial statements.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Interest on overnight deposits	4,069	1,164
Interest on loans to group undertakings (note 10)	1,610	1,862
	5,679	**3,026**

5. ADMINISTRATIVE EXPENSES

	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Management fees charged by group undertakings (note a)	256,036	286,372
Fees charged by group undertakings for sub-delegated functions (note b)	391,927	-
Fees charged by external parties for sub-delegated functions (note b)	14,439	-
Brokerage, clearing and distribution fees	103,802	101,485
Market development	10	414
Other expenses	2,026	5,112
Auditors' remuneration - audit services	41	47
	768,281	**393,430**

a. Management fees charged by group undertakings relate to operational and administrative support, and management services received from group undertakings.

b. As a result of the adoption of IFRS 15, the company has prospectively changed the presentation of certain costs from a net presentation within turnover to a gross basis, resulting in an increase in both turnover and administrative expenses by US$406.4 million for the period ended 30 November 2018 in comparison to the company's past presentation.

6. STAFF COSTS

As in the prior period, the company has no employees. All persons involved in the company's operations are employed by group undertakings. The charges made by these group undertakings for all services provided to the company are included in the management fees charged by group undertakings (see note 5).

NOTES TO THE FINANCIAL STATEMENTS - 30 NOVEMBER 2018

7. DIRECTORS' EMOLUMENTS

The table below presents the company's directors' emoluments:

	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Directors:		
Aggregate emoluments	2,348	2,672
Company pension contributions to money purchase schemes	6	5
	2,354	**2,677**

	US$'000	US$'000
Highest paid director:		
Aggregate emoluments	2,102	2,327
Company pension contributions to money purchase schemes	5	4

In accordance with the Companies Act 2006, directors' emoluments above represent the proportion of total emoluments paid or payable in respect of qualifying services only. This total only includes the value of cash and benefits in kind, and does not include the value of equity awards in accordance with Schedule 5 of SI 2008/410. Directors also receive emoluments for non-qualifying services which are not required to be disclosed.

For persons who were directors for some or all of the period, four directors were members of a defined contribution scheme. Four directors, including the highest paid director, have received or are due to receive Group Inc. shares in respect of long-term incentive schemes during the period. No director has exercised stock options during the period.

8. TAX ON PROFIT

	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Current tax:		
U.K. corporation tax	26,575	17,443
Adjustments in respect of prior periods	(2)	35
Total tax on profit	**26,573**	**17,478**

The table below presents a reconciliation between tax on profit and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the period of 19% (period ended 31 December 2017: 19.25%) to the profit before taxation.

	Period ended 30 November 2018 US$'000	Period ended 31 December 2017 US$'000
Profit before taxation	140,596	92,530
Profit multiplied by the weighted average rate in the U.K. of 19% (period ended 31 December 2017: 19.25%)	26,713	17,812
Permanent differences	-	6
Exchange differences	(138)	(375)
Adjustments in respect of prior periods	(2)	35
Total tax on profit	**26,573**	**17,478**

9. INVESTMENTS

	30 November 2018	31 December 2017
	US$'000	US$'000
Investments	**101**	**101**

Fixed asset investments represent an investment in a global messaging network. The directors consider that the value of the investment is not less than its carrying amount.

10. DEBTORS

Debtors, all of which are due within one year of the balance sheet date, comprise:

	30 November 2018 US$'000	31 December 2017 US$'000
Amounts due from group undertakings	170,403	98,631
Amounts due from customers	99,651	110,436
Corporation tax receivable	1,238	-
Other debtors	50	467
	271,342	**209,534**

Amounts due from group undertakings includes US$nil (31 December 2017: US$3.0 million) of cash balances held on account by a fellow group undertaking.

Amounts due from group undertakings includes a loan of US$164.4 million (31 December 2017: US$72.5 million) advanced by the company to Goldman Sachs International, a fellow group undertaking. The loan is unsecured and carries interest at a variable margin over the U.S. Federal Reserve's federal funds rate. The loan is repayable 94 days from when the company demands repayment or 22 December 2065, whichever is earlier. The company has developed and tested an impairment model that complies with the key requirements of IFRS 9. The results calculated by the model were not material and therefore the company has not recorded any credit losses.

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 November 2018	31 December 2017
	US$'000	US$'000
Amounts due to group undertakings	75,957	125,156
Accruals	22,829	31,959
Group relief payable	21,267	12,905
	120,053	**170,020**

12. CALLED UP SHARE CAPITAL

As at 30 November 2018 and 31 December 2017 called up share capital comprised:

	30 November 2018		31 December 2017	
	No.	US$'000	No.	US$'000
Allotted, called up and fully paid				
Ordinary shares of US$1 each	1,755,712	1,756	1,755,712	1,756
Class B ordinary shares of £1 each	2	-	2	-
		1,756		**1,756**

The Class B ordinary shares are not entitled to participate in any dividend or other distribution paid or made by the company.

13. DIVIDENDS PAID

	Period ended 30 November 2018 US$'000	Period ended 30 November 2017 US$'000
Interim dividend paid	100,000	100,000
	100,000	**100,000**

14. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments or contingencies outstanding at period end (31 December 2017: US$ nil).

15. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

The company monitors its capital on an ongoing basis. The company's objective is to be prudently capitalised in terms of the amount and composition of its equity base compared to the company's risk exposures. The appropriate level and composition of equity capital is determined by considering multiple factors including the company's current and future regulatory capital requirements, the results of the company's capital planning and stress testing process and other factors such as the business environment and conditions in the financial markets.

During the period ended 30 November 2018 and period ended 31 December 2017, the company was in compliance with the capital requirements set by the FCA.

Tier 1 capital as at 30 November 2018 was US$358.6 million (31 December 2017: US$343.3 million).

The company's capital requirements include capital held for operational risk. Operational risk is the risk of an adverse outcome resulting from inadequate or failed internal processes, people, systems or from external events. Exposure to operational risk arises from routine processing errors, as well as extraordinary incidents, such as major systems failures or legal and regulatory matters. The company's framework for managing operational risk is fully integrated in GS Group's comprehensive control framework designed to provide a well-controlled environment to minimise operational risks. GS Group's EMEA Operational Risk Committee provides oversight of the ongoing development and implementation of operational risk policies, framework and methodologies, with oversight from the directors of the company, and monitors the effectiveness of operational risk management.

15. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (continued)

The company is exposed to financial risk through its financial assets and financial liabilities. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet, the most important components of financial risk the directors consider relevant to the entity are market risk, credit risk and liquidity risk. The company, as part of a global group, adheres to global risk management policies and procedures.

a. Market risk

Market risk is the risk of loss in the value of the company's financial assets and financial liabilities due to changes in market conditions. Risks are monitored and controlled through strong firmwide oversight and independent control and support functions across the company's business. Relevant market risks for the company are interest rate risk and currency risk.

Interest rate risk results from exposures to changes in level, slope and curvature of yield curves, volatilities of interest rates and credit spreads.

Currency risk results from changes in spot prices, forward prices and volatilities in currency rates.

The company manages its interest rate and currency risk as part of the group's risk management policy, by establishing economic hedges as appropriate to the circumstances of the company.

If interest rates had been 50 basis points higher/lower and all other variables were held constant the company's profit for the period ended 30 November 2018 would increase/decrease by US$0.8 million (period ended 31 December 2017: US$0.4 million).

b. Credit risk

Credit risk represents the potential for loss due to the default or deterioration in the credit quality of a counterparty. Credit risk is managed by reviewing the credit quality of counterparties and reviewing, if applicable, the underlying collateral against which the assets are secured. The company's maximum exposure to credit risk is equivalent to the carrying value of its financial assets as at 30 November 2018 and 31 December 2017.

Credit exposures

The company's credit exposures are described further below:

Cash at bank and in hand. Cash at bank and in hand include both interest-bearing and non-interest-bearing deposits. To mitigate the risk of credit loss, the company places substantially all of its deposits with highly-rated banks.

Debtors. The company is exposed to credit risk from its amounts due from customers and amounts due from group undertakings. Fees from investment funds are settled from the AUM of the fund, for which the credit risk is considered minimal. For separate accounts, the company manages its credit risk arising from clients by entering into factoring agreements with Group Inc.

c. Liquidity risk

Liquidity risk is the risk that the company does not have sufficient cash or collateral to make payments to its counterparties as they fall due. The company manages its liquidity risk in accordance with GS Group's comprehensive and conservative set of liquidity and funding policies to address both company specific and broader industry or market liquidity events.

16. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

a. Financial assets and financial liabilities by category

All financial assets are categorised as financial assets measured at amortised cost in the current period and loans and receivables in the prior period. All financial liabilities are catergorised as financial liabilities measured at amortised cost in the current and prior periods.

b. Fair value of financial assets and financial liabilities not measured at fair value

The company has US$477.3 million (31 December 2017: US$512.6 million) of current financial assets and US$115.0 million (31 December 2017: US$161.5 million) of current financial liabilities, all of which are not measured at fair value. Given the short-term nature of these instruments, the carrying amounts of the financial assets and financial liabilities on the balance sheet are a reasonable approximation of fair value.

c. Maturity of financial liabilities

All financial liabilities are due within one month of the balance sheet date.