Company Number: 02474901

GOLDMAN SACHS ASSET MANAGEMENT INTERNATIONAL

(unlimited company)

ANNUAL REPORT

31 December 2022

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COMPANIES HOUSE

STRATEGIC REPORT

The directors present their strategic report for the year ended 31 December 2022.

1. Introduction

Goldman Sachs Asset Management International (the company or GSAMI) 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. Group Inc., together with its consolidated subsidiaries, form 'GS Group'. GS Group is a leading global financial institution that delivers a broad range of financial services across investment banking, securities, investment management and consumer banking to a large and diversified client base that includes corporations, financial institutions, governments and individuals.

The company seeks to be a leading participant in the asset management industry and continues to develop its business having regard to the broader strategy defined by GS Group.

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 year are shown in the profit and loss account on page 18.

The directors consider turnover, administrative expenses and Assets Under Management (AUM) as the company's key performance indicators.

Turnover increased to US\$991.0 million from US\$936.6 million primarily due to higher management fees.

Administrative expenses decreased to US\$805.8 million from US\$822.0 million primarily due to:

- lower employee expenses primarily reflecting lower compensation (the aggregate of management fees charged by group undertakings and compensation and benefits); and
- partially offset by higher market development and other expenses.

Profit before taxation was US\$193.6 million (year ended 31 December 2021: US\$115.1 million).

Average AUM during the year were US\$159.1 billion (year ended 31 December 2021: US\$188.8 billion). AUM as at 31 December 2022 were US\$155.5 billion (31 December 2021: US\$198.0 billion).

Total assets increased to US\$835.0 million from US\$646.3 million primarily due to increases in cash at bank and in hand, and amounts due from group undertakings.

3. Exchange rate

The British pound/U.S. dollar exchange rate was £/\$1.2063 as at 31 December 2022 (31 December 2021: £/\$1.3535). The average rate for the year was £/\$1.2329 (year ended 31 December 2021: £/\$1.3739).

STRATEGIC REPORT (continued)

4. Future outlook

The directors consider that the year end financial position of the company was satisfactory.

In April 2023, subject to approvals, certain asset management activities and employees will be transferred to the company from Goldman Sachs International. This will combine GS Group's U.K. asset management businesses in the company, consistent with GS Group's resolution planning and the commercial objectives of its asset management business. In respect of these activities, Goldman Sachs International has recorded three year average annual net revenues of US\$436 million and immaterial assets and liabilities as of 31 December 2022. Approximately 300 employees are expected to be transferred to the company.

5. Business environment

In 2022, the global economy was impacted by persistent broad macroeconomic and geopolitical concerns, including Russia's invasion of Ukraine and the ongoing war, and inflationary and labour market pressures. Governments around the world responded to Russia's invasion of Ukraine by imposing economic sanctions, and global central banks addressed inflation by increasing policy interest rates several times over the course of the year. These factors contributed to increased market volatility during the year, as well as a decrease in global equity prices and bond prices and wider corporate credit spreads compared with the end of 2021.

The economic outlook remains uncertain, reflecting concerns about the continuation or escalation of the war between Russia and Ukraine and other geopolitical risks, inflation, and supply chain complications.

6. Regulatory developments

The FCA's Investment Firms Prudential Regime (IFPR) came into effect on 1 January 2022. The IFPR is a new framework governing prudential requirements for investment firms tailored to smaller, non-systemically important investment firms, such as the company. The IFPR comprises revised rules on capital requirements, internal capital and risk assessment, liquidity requirements, governance, remuneration, and reporting and disclosure requirements. During the year ended 31 December 2022 and year ended 31 December 2021, the company was in compliance with the capital and liquidity requirements set by the FCA.

7. Impact of Russian Invasion of Ukraine

The Russian invasion of Ukraine continues to negatively affect the global economy and has resulted in significant disruptions in financial markets and increased macroeconomic uncertainty.

Funds and separate accounts which the company manages do not have material exposures to Russia and Ukraine, and therefore there has been no material adverse impact on the company's management fees at the time of publication.

STRATEGIC REPORT (continued)

8. Principal risks and uncertainties

The company faces a variety of risks that are substantial and inherent in its business including economic and market conditions, regulation, credit quality, liquidity, operational infrastructure, cyber security, conflicts of interest, legal and compliance, and unforeseen and catastrophic events. These risks have been summarised below.

Economic and market conditions

Persistently poor investment returns by funds or separate accounts that the company manages or investment products that the company designs or sells, due to either market conditions or underperformance, relative to the company's competitors or to benchmarks, may negatively affect the company's revenues in respect of management fees and incentive fees as a consequence of the company's ability to retain existing assets, attract new clients or attract additional assets from existing clients. Further, if changes in investor sentiment or the relative performance of certain asset classes result in clients choosing to invest in products that generate lower revenues (e.g., passively managed or lower margin fixed income products), the company's average effective management fee could decline. Also, to the extent that the company's clients choose to invest in products that the company does not offer, the company could suffer outflows and a loss of management fees.

Regulation

As a participant in the asset management industry and a subsidiary of a systemically important financial institution, the company is subject to extensive regulation in the U.K. 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, subjected 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.

Credit quality and concentration

The company generates revenues in the form of fees from funds and separate accounts. Fees from funds are settled either from the AUM of the fund or through amounts due from group undertakings, for which the credit risk is considered minimal. For separate accounts, the company manages its credit risk through periodic review and escalation of any amounts overdue. Separate account receivable exposures are generally well diversified.

The company is also exposed to credit risk associated with balances held in its bank accounts, an unsecured term loan with a group undertaking, and general balances from group undertakings. The credit risk associated with cash is mitigated through placement with highly-rated banks. The credit risk associated with amounts due from group undertakings is considered minimal considering the credit quality of these entities.

The company's liquid assets are ringfenced and held with a third party to mitigate concentration of total assets.

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 and a contingency funding plan.

STRATEGIC REPORT (continued)

8. Principal risks and uncertainties (continued)

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, certain of which may be complex, and may 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.

Compliance with these legal and reporting requirements can be challenging, especially as reporting requirements expand, and GS Group and other financial institutions have been subject to regulatory fines and penalties for failing to report timely, accurate and complete information.

Cyber security

The company must continuously monitor and develop its systems to protect its technology infrastructure and data from misappropriation or corruption. The increasing deployment of mobile applications, hosted on employee-owned devices presents additional risks of cyber attacks. In addition, due to the interconnectivity with other affiliates, the company could be adversely impacted if any of these entities, or their respective service providers, 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 affiliate subject to the cyber-attack or other information security event, which could, in turn, interrupt certain of the company's businesses. Cyber attacks can originate from a variety of sources, including third parties who are affiliated with or sponsored by foreign governments or are involved with organised crime or terrorist organisations.

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.

Legal and compliance

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 and compliance 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.

Unforeseen or catastrophic events

The occurrence of unforeseen or catastrophic events, including the emergence of a pandemic, or other widespread health emergency (or concerns over the possibility of such an emergency), geopolitical events, terrorist attacks, extreme terrestrial or solar weather events or other natural disasters, could create economic and financial disruptions, and could lead to operational difficulties (including travel limitations) that could impair the company's ability to manage its businesses and result in losses.

9. 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 19).

STRATEGIC REPORT (continued)

10. Section 172(1) statement

The directors have included the section 172(1) statement in the director's report, consistent with the corporate governance disclosures.

11. Date of authorisation of issue

The strategic report was authorised for issue by the Board of Directors on 31 March 2023.

BY ORDER OF THE BOARD

K. J. Owen-Jardine

Director

31 March 2023

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2022.

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 19 to the financial statements.

2. Corporate governance

The company has a robust corporate governance framework which is embedded in its approach to running its business. This framework aligns with legal and regulatory requirements and guidance issued by various bodies as relevant to the company and as appropriate for its business and shareholding structure. As a wholly-owned subsidiary within GS Group, the company also aligns its corporate governance with that of GS Group.

Role of the Board

The Board of Directors (the Board) has overall responsibility for the management of the company. As part of this role, the Board approves and oversees implementation of the company's strategic objectives, risk strategy and internal governance. The Board monitors the integrity of the company's accounting and financial reporting systems including financial and operational controls and regulatory compliance and has oversight of senior management.

Purpose, values and culture

The Board is responsible for overseeing the company's strategic direction and culture.

The purpose of GS Group as a whole is to advance sustainable economic growth and financial opportunity. Its values which underpin this purpose are client service, excellence, partnership and integrity. As a subsidiary within GS Group, the company is aligned to this purpose and these values.

The company strives to maintain a work environment that fosters professionalism, excellence, high standards of business ethics, diversity, teamwork and cooperation amongst employees. The company recognises that it needs the most talented people to deliver outstanding results for clients. A diverse workforce in terms of gender, ethnicity, sexual orientation, background, culture and education ensures the development of better ideas, products and services.

The Board recognises the importance of maintaining and developing the culture of the company, and does so by setting the 'tone from the top' and overseeing how culture and values are fostered by the management of the company. The Board receives regular updates on culture, conduct and diversity and inclusion from management.

GS Group maintains a Code of Business Conduct and Ethics, supplemented by 14 Business Principles, and a compendium of internal policies to inform and guide employees in their roles.

Strategy

GS Group's focus is on delivering sustainable, long-term returns for its shareholders through a strategy that revolves around its clients. Its strategy comprises three core objectives:

- To grow and strengthen its existing businesses: to capture higher wallet share across a wider range of clients;
- To diversify its products and services: to build a more durable source of earnings; and
- To operate more efficiently: so that it can drive higher margins and returns across the organisation.

DIRECTORS' REPORT (continued)

2. Corporate governance (continued)

The company's strategy, aligned with that of GS Group, is implemented by the executive management of the company with Board oversight. The chief executive officer of the company updates the Board on the company's performance against its strategic objectives at board meetings.

Composition of the Board

The directors collectively possess a broad range of skills, backgrounds, experience and knowledge appropriate for the effective oversight of the company's business. The roles of the chair of the Board and the chief executive officer are held by different individuals.

The Board considers that the size and structure of the Board is appropriate to oversee the businesses conducted by the company. As of 31 December 2022, the Board is comprised of four directors, one of whom is independent. In addition, there is one director who will join the Board on 3 April 2023, two directors who have been approved by the Board and are pending regulatory approval, and one independent director who has been approved by the Board and is pending regulatory notification. The company has Risk, Nominations and Remuneration Board committees.

The Board Nominations Committee is responsible for identifying and recommending qualified candidates for Board membership and utilises a Succession Planning Framework. This sets out the process and criteria, which include the consideration of board diversity, for the selection of new directors. The use of a skills matrix enables the experience and expertise of the Board both individually and as a whole to be assessed. New directors are provided with a comprehensive and bespoke induction programme. The chair of the Board oversees an ongoing training and development programme for the directors to enhance their knowledge and engagement.

The Board Nominations Committee oversees the effectiveness of the Board, its committees and their chairs and members, and evaluates this annually. It also reviews the size, structure and composition of the Board, including the balance of independent and non-independent directors.

The approach to directors' conflicts of interest and the anticipated time commitment required is discussed with each director on their joining the Board and reviewed annually as part of the fitness and propriety assessment process. All the directors meet the applicable regulatory requirements for the number of directorships they are permitted to hold.

Responsibilities and accountability

The company's governance model fully incorporates the Senior Managers and Certification Regime.

The Board is supported by various Board committees, each with a charter setting out its duties and the responsibilities delegated to it. The Board committees include non-executive directors to enable oversight and challenge to management. The chairs of these Board committees report to the Board on the proceedings and recommendations of the Board committees. Certain matters are reserved for decision by the Board alone.

Opportunity and risk

The company believes that effective risk management is critical to its success, and so has established an enterprise risk management framework that employs a comprehensive, integrated approach to risk management, and through which the risks associated with the company's business are identified, assessed, monitored and managed. The company's risk management structure is built around three core components: governance; processes; and people.

Risk management governance starts with the Board, which both directly and through its committees, including the GSAMI Management Committee which oversees all of the company's activities, and the GSAMI Board Risk Committee and the GSAMI Executive Risk Committee, which oversee the company's risk management policies and practices implemented through the enterprise risk management framework.

The Board is responsible for the review and approval of the company's risk appetite statement, at least annually, which describes the levels and types of risk it is willing to accept, in order to achieve the objectives included in its strategic business plan, while remaining in compliance with regulatory requirements. The company's strategy set out above is aligned with that of GS Group and the Board is ultimately responsible for overseeing and providing direction about the company's strategic business plan and risk appetite.

DIRECTORS' REPORT (continued)

2. Corporate governance (continued)

The company's chief risk officer reports to the GSAMI Board Risk Committee. As part of the review of the firmwide risk portfolio, the chief risk officer regularly advises the GSAMI Board Risk Committee of relevant risk metrics and material exposures, including risk limits and thresholds established in the company's risk appetite statement.

Remuneration Framework

Attracting and retaining talent is fundamental to GS Group's long-term success as a firm. Compensation, when structured appropriately, is an important way of attracting, retaining and incentivising talent and in reinforcing GS Group's culture. GS Group's remuneration philosophy is reflected in the Goldman Sachs Compensation Principles as posted on the Goldman Sachs public website. In particular, effective remuneration practices should: (i) Encourage a real sense of teamwork and communication, binding individual short-term interests to the institution's long-term interests; (ii) Evaluate performance on a multi-year basis; (iii) Discourage excessive or concentrated risk-taking; (iv) Allow an institution to attract and retain proven talent; (v) Align aggregate compensation for GS Group with performance over the cycle; and (vi) Promote a strong risk management and control environment.

The company develops remuneration policies and practices in accordance with applicable regulatory rules whilst ensuring that these are aligned so far as possible with the Goldman Sachs Compensation Principles. Employees share in performance-based incentive schemes.

The GSAMI Board Remuneration Committee oversees the development and implementation of these remuneration policies and practices.

3. Stakeholder engagement

The company's stakeholders include its shareholders, employees, clients, suppliers, regulators and the environment and communities in which it operates.

Shareholders – the company is a wholly-owned subsidiary of Group Inc. As such its purpose, culture, values and strategies are aligned with those of its ultimate shareholder. The Board receives regular updates on GS Group strategy.

Employees – The company considers its employees as its greatest asset and the Board is responsible for overseeing the company's engagement with them. This includes regular updates from management on various metrics, including on diversity and inclusion.

Senior management engaged with employees in various ways during the year including 'Town Halls', where questions are solicited in advance and feedback gathered afterwards; Talks at GS with external and internal speakers; periodic employee feedback; email and voicemail communications and manager engagement. Employees are invited to watch quarterly earnings announcements and receive internal briefings so that they are made aware of the financial and economic factors affecting the performance of the company. A sophisticated firmwide intranet further enables employees to be engaged.

The company supports the diversity and inclusion initiatives of GS Group and seeks to help its people achieve their full potential by investing in them and supporting a culture of continuous development. The company's goals are to maximise individual capabilities, increase commercial effectiveness and innovation, reinforce the firm's culture, expand professional opportunities, and help its people contribute positively to their communities. GS Group has a range of initiatives in place to increase diverse representation at all levels and foster inclusion. Various affinity groups for employees are supported by the company. Certain GS Group affiliates are a signatory to the U.K. Race at Work Charter and the U.K. Women in Finance Charter and in September 2021 the commitment to have women professionals comprising 30% of the senior talent (vice presidents and above) by 2023 was met.

Clients – throughout the year, the Board received regular updates on fund performance and distribution, providing insight into client behaviour as well as focus areas. The Board also regularly receives material updates from management on client engagement.

DIRECTORS' REPORT (continued)

3. Stakeholder engagement (continued)

Suppliers – GS Group has globally consistent standards and procedures for the on-boarding, use and payment of external suppliers (vendors). In partnering with GS Group to deliver on its objectives, suppliers are required to meet business, compliance and financial stability requirements and adhere to GS Group's vendor code of conduct, which describes its expectations that suppliers conduct business responsibly. Suppliers in industries perceived to be of higher risk in relation to Environmental, Social and Governance (ESG) or modern slavery and human trafficking are subject to enhanced due diligence and monitoring. The company reports its activities on this within its annual Modern Slavery Act statement, which is reviewed and approved by the Board. GS Group has a long history of working with small and diverse businesses as part of its vendor diversity program and has implemented strategies to promote greater diversity within its supplier base, and remains committed to its goal to increase spend with diverse suppliers by 50% by 2025 (from its 2020 baseline).

Regulators – the company has an active dialogue with the FCA as well as other regulators. Senior management and directors meet with the FCA on a frequent basis.

Environment – GS Group has a global approach to sustainability through its platform for sustainable finance. GS Group's approach to sustainable finance is focused on two long-term imperatives: advancing the climate transition by helping industries usher in and thrive in a low-carbon economy; and driving inclusive growth by leveraging its business capabilities to improve access and affordability and advancing economic empowerment. In 2020 GS Group announced a target to deploy US\$750 billion in sustainable financing, investing and advisory activity by 2030. As of 31 December 2022, GS Group achieved approximately 55% of that goal, in which the company has played a part.

As part of its ESG framework, GS Group's Corporate Workplace Solutions looks to reduce the environmental impact of GS Group's global operations and supply chain, through operational resiliency; seeking to ensure facilities adhere to the highest levels of environmentally sustainable standards; carbon footprint and energy usage reduction initiatives; the sourcing of sustainably produced goods and resource conservation. This approach is applied consistently across all entities in GS Group including the company. In 2015, GS Group achieved carbon neutrality in its operations and business travel, ahead of its 2020 goal. Since then, GS Group has committed to procuring 80% of renewable electricity from long-term, impactful agreements by 2025. GS Group has expanded its operational carbon commitment to include its supply chain, targeting net-zero carbon emissions by 2030.

With increasing interest and activity in ESG and impact investing, the company seeks to provide holistic solutions that are designed to combine the positive impacts of ESG and impact investing with the rigor and risk-return standards of investment management.

Communities – the company supports its communities in many ways, with global initiatives coordinated through the Office of Corporate Engagement. In the UK, these include the 10,000 Small Businesses entrepreneurship programme which helps small business owners create jobs and economic opportunity by providing access to education, capital and business support services and the 10,000 Women programme which fosters economic growth by providing women entrepreneurs with a business and management education, mentoring and networking, and access to capital. Charitable initiatives include Goldman Sachs Gives, a donor advised fund through which Goldman Sachs' current and retired senior employees work together to recommend grants to qualifying non-profit organisations to help them achieve their goals, Community Teamworks, which enables the company's employees to participate in high-impact, team-based volunteer opportunities, contribute their ideas, time and expertise to drive tangible progress in communities through work in partnership with non-profit organisations and supporting relief efforts for communities hit by the COVID-19 pandemic and the conflict in Ukraine amongst others.

DIRECTORS' REPORT (continued)

4. Section 172(1) statement

Under section 172 of the Companies Act 2006, the directors of the company are required to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its stakeholders as a whole. In doing this, section 172 requires a director to have regard, among other matters, to: the likely consequences of any decision in the long term; the interests of employees; the need to foster the company's business relationships with clients, suppliers and others; the impact of the company's operations on the community and the environment; the desirability of the company maintaining a reputation for high standards of business conduct; and the need to act fairly with stakeholders of the company.

The directors give careful consideration to the factors set out above in discharging their duties under section 172 and they inform the directors' decision-making as a board. The company endorses GS Group's updated Code of Business Conduct and Ethics set out on the Goldman Sachs public website and looks to conduct its business in accordance with the highest ethical standards and in compliance with all applicable laws, rules and regulations.

The directors are committed to effective engagement with all of the company's stakeholders. They recognise that building strong relationships with these stakeholders will help the company deliver its strategy in line with its long-term values, and operate the business in a sustainable way. The Board seeks to understand and balance the relative interests and priorities of each group and to have regard to these, as appropriate, in their discussions and in the decision-making process. As part of this, the Board receives regular updates from the chief executive officer of the company and from the company's shareholder. A rigorous agenda setting process for Board meetings ensures topics relevant to stakeholders are brought to the Board in a frequent and timely manner.

In addition, the Board may receive training and other information to further develop its understanding of key issues impacting the company's stakeholders. The Board is further supported by the GSAMI Board Risk Committee, GSAMI Executive Risk Committee, and the GSAMI Management Committee who consider in more detail the systems and controls in place in relation to engagement with stakeholders.

DIRECTORS' REPORT (continued)

5. Carbon, energy and business travel consumption and reporting

The company's main sources of Greenhouse Gas (GHG) emissions are the operation of office facilities, dedicated data centres and business travel. Carbon neutrality is a priority for the operation of GS Group and its supply chain. In 2015, GS Group achieved carbon neutrality in its operations and business travel, ahead of its 2020 goal announced in 2009. Since then, GS Group has committed to procuring 80% of renewable electricity from long-term, impactful agreements by 2025. GS Group has expanded its operational carbon commitment to include its supply chain, targeting net-zero carbon emissions by 2030. More information on GS Group's sustainability efforts, including its sustainable finance strategy, energy consumption and carbon emissions can be found in the annual Goldman Sachs Sustainability Report, available at www.goldmansachs.com/s/sustainability-report.

Streamlined Energy and Carbon Reporting (SECR)

The tables below present the company's U.K. energy consumption and associated GHG emissions, as well as normalisation metrics for the purposes of SECR. As multiple affiliates occupy the same office space, the U.K. energy consumption and associated Scope 1 and 2 GHG emissions across GS Group have been allocated to the company based on the company's U.K. headcount as a proportion of GS Group's total U.K. headcount.

The table below presents the company's energy consumption.

	Year ended	Year ended
MWh	31 December 2022	31 December 2021
Total energy consumption	4,412	4,314
The table below presents the company's GHG emissions.		?
	Year ended	Year ended
1CO2e	31 December 2022	31 December 2021
Scope 1*		
Direct	115	141
Scope 2		
Location - indirect	730	751
Market - indirect		
Scope 3 Business travel		
Commercial air	1,630	50
Ground transportation	2	2
Totals		
Scope 1, 2 (location)	845	892
Scope 1, 2 (location) and 3 business travel	2,477	944
Scope 1, 2 (market) and 3 business travel	1,747	193

DIRECTORS' REPORT (continued)

5. Carbon, energy and business travel consumption and reporting (continued)

The table below presents the company's normalisation metrics.

	i ear ended	i ear enueu
tCO2e/employee	31 December 2022	31 December 2021
Scope 1, 2 (location)	2.6	2.9

Voor onded

The company has updated its conversion factor methodology to be in line with current market practice. As a result, in the tables above, comparatives have been conformed to the current period presentation.

During the year ended 31 December 2022 in comparison to the year ended 31 December 2021:

- The company's energy consumption has increased primarily due to an increase in occupancy rates as more
 employees returned to the office following the easing of COVID-19 restrictions and the occupancy of a new office
 in the U.K.
- The company's scope 1 GHG emissions have decreased primarily due to a decrease in gas consumed.
- The company's scope 2 GHG emissions have decreased primarily due to updated emissions factors being used, which are aligned to the 2022 U.K. Department for Business, Energy & Industrial Strategy, partially offset by an increase in electricity consumption.
- The company's scope 3 business travel GHG emissions have increased primarily due to a significant increase in business travel following the easing of COVID-19 restrictions.

GS Group's GHG emissions are calculated in line with the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard (revised edition). The boundaries of the GHG inventory are defined using the operational control approach and cover the emissions GS Group is responsible for across Scope 1, 2 and material Scope 3 business travel. The emissions are calculated by multiplying actual consumption data by industry accepted emission factors. Where actual data is unavailable, data is estimated based on GHG accounting best practices.

GS Group gathers data from its operations on an ongoing basis, with primary evidence sourced from office managers and managed centrally via GS Group's GHG Emissions Reporting Operating Procedure. GS Group seeks to ensure the accuracy of its environmental metrics and data collection processes by maintaining a robust internal inventory management plan, continuously enhancing its carbon accounting methodology and obtaining third party verification of its Scope 1, 2 and Scope 3 business travel emissions.

Maximising energy efficiency

GS Group's strategy to maximise energy efficiency is to occupy more energy efficient real estate, consolidate space and use more efficient technology equipment. As of 31 December 2022, 83% of Goldman Sachs' U.K. rentable square footage holds BREEAM certification.

During the year ended 31 December 2022, GS Group continued to maximise the operational efficiency of its real estate, focusing on increasing its building efficiency through a number of projects. Across buildings, GS Group transitioned from COVID-19 implemented system settings to demand-based operations in order to maximise energy efficiency.

6. Employment of disabled persons

Applications for employment by disabled persons are fully and fairly considered with regard to the aptitudes and abilities of each applicant. Efforts are made to enable any employees who become disabled during employment to continue their careers within GS Group. Training, career development and promotion of disabled persons are, to the extent possible, identical to that of other employees who are not disabled.

7. Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2022 (year ended 31 December 2021: US\$169.0 million).

DIRECTORS' REPORT (continued)

8. Disclosure of information to auditors

In the case of each of the persons who are directors of the company at the date when this report was approved:

- So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware;
- Each of the directors has 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.

9. 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.

10. Directors

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

Name	Appointed	Resigned
K. Uniacke (Chair)		
F. Abuali		
M. Holmes		31 March 2022
K. Sharpe		
G. R. Thorpe		14 December 2022
C. S. Withey		31 December 2022
K. J. Owen-Jardine	7 June 2022	

In addition to the directors included in the table above, the appointment of:

- P. Monteiro was approved by the Board on 26 April 2022 subject to regulatory approval;
- S. Bapat was approved by the Board on 7 December 2022 subject to regulatory approval;
- J. Garman was approved by the Board on 14 December 2022 effective 3 April 2023; and
- R. Fuller was approved by the Board on 31 January 2023 subject to regulatory notification.

No director had, throughout the year, any interest requiring note herein.

11. Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulation.

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

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and

DIRECTORS' REPORT (continued)

11. Statement of directors' responsibilities in respect of the financial statements (continued)

• prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

12. Directors' confirmations

The directors confirm to the best of their knowledge:

- The financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice in conformity with the requirements of the Companies Act 2006 and FRS 101, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company; and
- The strategic report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal risks and uncertainties that the company faces.

13. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on 31 March 2023.

BY ORDER OF THE BOARD

K. J. Owen-Jardine

Director

31 March 2023

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 31 December 2022 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including 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 31 December 2022; the Profit and Loss Account, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

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

Reporting on other information

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

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

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

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

Independent auditors' report to the members of

Goldman Sachs Asset Management International (unlimited company)

Strategic Report and Directors' Report

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

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the rules of the Financial Conduct Authority ("FCA"), and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and corporate tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries. Audit procedures performed by the engagement team included:

- Discussions with management, including Internal Audit, and those charged with governance in relation to known or suspected instances of non-compliance with laws and regulations and fraud;
- Evaluating and testing of the operating effectiveness of management's controls designed to prevent and detect fraud in financial reporting;
- Assessing matters reported on the company's whistleblowing helpline and the results of management's investigation of such matters;
- Reviewing key correspondence with regulatory authorities (the FCA);
- Identifying and testing journal entries, in particular any journal entries posted by senior management;
- Testing of information security controls relating to system access and change management; and
- Incorporating unpredictability into the nature, timing and/or extent of our testing.

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

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

MikeWall

Mike Wallace (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors London 31 March 2023

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2022

		Year ended	Year ended
		31 December 2022	31 December 2021
	Note	US\$'000	US\$'000
Turnover	4	990,976	936,575
Interest receivable and similar income	5	8,379	510
Administrative expenses	6	(805,751)	(821,974)
OPERATING PROFIT AND PROFIT BEFORE			
TAXATION		193,604	115,111
Tax on profit	10	(36,885)	(21,902)
PROFIT FOR THE FINANCIAL YEAR		156,719	93,209

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

The company has no recognised gains and losses other than those included in the profit and loss account for the years 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 31 December 2022

•	Note	31 December 2022 US\$'000	31 December 2021 US\$'000
FIXED ASSETS	_		_
Investments	11	58	60
Intangible assets	11	14,559	3,372
		14,617	3,432
CURRENT ASSETS			
Cash at bank and in hand		289,397	183,933
Debtors	12	529,162	457,385
Deferred tax assets	13	1,855	1,521
		820,414	642,839
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	14 _	(241,303)	(212,187)
NET CURRENT ASSETS	_	579,111	430,652
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	15 _	(3,594)	(669)
NET ASSETS	_	590,134	433,415
CAPITAL AND RESERVES	•		
Called up share capital	16	100,944	100,944
Share premium account		69,232	69,232
Profit and loss account	_	419,958	263,239
TOTAL SHAREHOLDER'S FUNDS	_	590,134	433,415

The financial statements were approved by the Board of Directors on 31 March 2023 and signed on its behalf by:

K. J. Owen-Jardine Director

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

Company number: 02474901

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2022

	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 2021		1,756	69,232	339,030	410,018
Profit for the financial year		-	-	93,209	93,209
Proceeds from shares issued	16	99,188	•	· <u>-</u>	99,188
Dividends paid	17	-	•	(169,000)	(169,000)
Share-based payments Management recharge related to share-		•	-	6,852	6,852
based payments	_	- -		(6,852)	(6,852)
Balance at 31 December 2021		100,944	69,232	263,239	433,415
Profit for the financial year		-	-	156,719	156,719
Share-based payments Management recharge related to share-		-	<u>-</u> ·	13,137	13,137
based payments	_	<u> </u>	<u> </u>	(13,137)	(13,137)
Balance at 31 December 2022		100,944	69,232	419,958	590,134

Interim dividends paid: No dividends were paid during the year ended 31 December 2022 (year ended 31 December 2021: US\$169.0 million).

The accompanying notes are an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

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 Plumtree Court, 25 Shoe Lane, London, EC4A 4AU, United Kingdom. The immediate parent undertaking is Goldman Sachs Asset Management International Holdings Ltd., a company incorporated and domiciled in England and Wales.

The ultimate controlling undertaking and the parent company of the smallest and 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, as well as certain regulatory filings, for example Quarterly Reports on Form 10-Q and the Annual Report on Form 10-K, that provide further information about GS Group and its business activities, can be obtained from Investor Relations, 200 West Street, New York, NY 10282, United States of America, or at www.goldmansachs.com/investor-relations/.

Pillar 3 disclosures

The company's Pillar 3 disclosures for the year ended 31 December 2022 will be made available at www.goldmansachs.com/disclosures/.

Significant transactions

As outlined in the future outlook section of the strategic report, in April 2023, subject to approvals, certain asset management activities and employees will be transferred to the company from Goldman Sachs International. In respect of these activities, Goldman Sachs International has recorded three year average annual net revenues of US\$436 million and immaterial assets and liabilities as of 31 December 2022. Approximately 300 employees are expected to be transferred to the company.

2. ACCOUNTING POLICIES

a. Basis of preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention (modified as explained in "Financial Assets and Liabilities" below), and in accordance with FRS 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006.

The following exemptions from the disclosure requirements of International Financial Reporting Standards (IFRS) 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) IAS 1 'Presentation of Financial Statements' paragraphs 10(d), 10(f), 16, 38A, 38B-D, 40A-D, and 111;
- (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 18A; and
- (viii) IAS 24 'Related Party Disclosures' requirements to disclose transactions with companies also wholly owned within GS Group.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

2. ACCOUNTING POLICIES (continued)

b. Revenue recognition

Revenues earned from contracts with clients for asset management services are recognised when the performance obligations related to the underlying transactions are completed.

The services the company provides to clients, and the terms and conditions by which the company is entitled to receive management and incentive fees are defined in an Investment Management Agreement (IMA) between the company and the client. The IMA establishes the company as having primary obligation for the provision of services to the client, and the company recognises revenues, gross of expenses incurred to satisfy some or all of its performance obligations. The company satisfies the performance obligation by itself, or by engaging group undertakings 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.

Additionally, the company is engaged by group undertakings to satisfy some or all of the performance obligations to which those group undertakings have entered into an IMA with their clients. The company recognises such revenue in turnover.

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 separate 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.

Incentive fees earned from a fund or separate 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 separate account. Therefore, incentive fees recognised during the period may relate to performance obligations satisfied in previous periods.

Placement fees

Placement fees from group undertakings are recognised on an accruals basis in the period in which the related services are provided by the company.

c. 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.

d. 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.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

2. ACCOUNTING POLICIES (continued)

e. Fixed asset investments

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

f. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and provision for impairment. Subject to the recognition criteria in IAS 38 'Intangible Assets' being met, costs incurred during the period that are directly attributable to the development or improvement of new business application software are capitalised as computer software.

Computer software is amortised on a straight-line basis over its estimated useful life, which is three years. No amortisation is charged on assets in the course of construction.

Customer lists are amortised on a straight-line basis over their estimated useful life, which is 13 years.

Goodwill is the cost of a business combination in excess of the fair value of net assets, including identifiable intangible assets, at the acquisition date. Goodwill is assessed for impairment annually, or more frequently if events occur or circumstances change that indicate an impairment may exist.

Amortisation is included in administrative expenses and the amortisation policies are reviewed on an annual basis. Intangible fixed assets are tested for impairment whenever events or changes in circumstances suggest that an asset's or asset group's carrying value may not be fully recoverable.

g. Cash at bank and in hand

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

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

2. ACCOUNTING POLICIES (continued)

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.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or if the company transfers the financial asset and the transfer qualifies for derecognition. A transferred financial asset qualifies for derecognition if the company transfers substantially all the risks and rewards of ownership of the financial asset or does not retain control. Financial liabilities are derecognised only when they are extinguished, i.e., when the obligation specified in the contract is discharged or cancelled or expires.

(ii) Classification and measurement

Financial assets comprise all of the company's current assets with the exception of tax related assets.

The company 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. 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 mandatorily measured at fair value through profit or loss.

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. Finance revenue is recorded in interest receivable and similar income.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

2. ACCOUNTING POLICIES (continued)

h. Financial assets and financial liabilities (continued)

(ii) Classification and measurement (continued)

Financial liabilities comprise all of the company's liabilities with the exception of tax related liabilities.

The company classifies its financial liabilities into the below categories. 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

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 operating profit. Financial liabilities measured at amortised cost include creditors: amounts falling due within one year.

Financial liabilities designated at fair value through profit or loss

Financial liabilities designated at fair value through profit or loss comprise creditors: amounts falling due after more than one year. This comprises a multicurrency loan facility which is classified at fair value due to the foreign exchange features embedded in the loan. Financial liabilities designated at fair value through profit or loss are initially measured at fair value and subsequently at fair value through profit or loss.

i. Current and deferred tax

The tax expense for the year comprises current and deferred 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.
- (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.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

2. ACCOUNTING POLICIES (continued)

j. Short-term employee benefits

Short-term employee benefits, such as wages and salaries, are measured on an undiscounted basis and accrued as an expense over the period in which the employee renders the service to the company. Provision is made for discretionary year-end compensation whether to be paid in cash or share-based awards where, as a result of company policy and past practice, a constructive obligation exists at the balance sheet date.

k. Share-based payments

Group Inc. issues awards in the form of restricted stock units (RSUs) to the company's employees in exchange for employee services. Awards are classified as equity settled and hence the cost of share-based transactions with employees is measured based on the grant-date fair value of the award. Share-based awards that do not require future service (i.e., vested awards, including awards granted to retirement eligible employees) are expensed immediately. Share-based awards that require future service are amortised over the relevant service period. Expected forfeitures are included in determining share-based employee compensation expense.

Group Inc. generally issues new shares of common stock upon delivery of share-based awards. Cash dividend equivalents, unless prohibited by regulation, are generally paid on outstanding RSUs. The company has also entered into a chargeback agreement with Group Inc. under which it is committed to pay to Group Inc. (a) the grant-date fair value of those awards and (b) subsequent movements in the fair value of those awards between the grant date and delivery to employees. As a result, the share-based payment transaction and chargeback agreement, in aggregate, gives rise to a total charge to the income statement based on the grant-date fair value of the awards adjusted for subsequent movements in the fair value of those awards prior to delivery.

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 or estimates made that had a significant effect on amounts recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

4. TURNOVER

	Year ended	Year ended 31 December 2021	
	31 December 2022		
	US\$'000	US\$'000	
Management fees	918,360	861,147	
Incentive fees	29,834	44,284	
Placement fees	42,782	31,144	
•	990,976	936,575	

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended	Year ended
	31 December 2022	31 December 2021
	US\$'000	US\$'000
Interest on overnight deposits	1,687	7
Interest on loans to group undertakings (note 12)	6,692	503
	8,379	510

6. ADMINISTRATIVE EXPENSES

	Year ended	Year ended
	31 December 2022	31 December 2021
_	US\$'000	US\$'000
Management fees charged by group undertakings	98,933	222,163
Fees charged by group undertakings for sub-delegated functions	530,892	534,852
Compensation and benefits (note 7)	130,240	36,445
Fees charged by external parties for sub-delegated functions	28,858	23,852
Transaction based expenses	2,535	2,795
Market development	6,211	939
Communications and technology	27	36
Other expenses	8,055	892_
	805,751	821,974

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

The table below presents the fees payable to the company's auditors, which are included in other expenses.

	Year ended	Year ended
·	31 December 2022	31 December 2021
	US\$'000	US\$'000
Audit fees	. 95	87
Audit related assurance services	6	7
Other assurance services	228	36
	329	. 130

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

7. COMPENSATION AND BENEFITS

In October 2021, the employees who were previously seconded to the company, became direct employees of the company. From this point onwards, the company began incurring direct costs of employment and additionally continued to receive charges from group undertakings for certain services provided to the company.

As of 31 December 2022, 338 persons were employed by the company (31 December 2021: 313 employees).

The company's average headcount for the twelve months ended 31 December 2022 was 325 (three months ended 31 December 2021: 303).

The table below presents the company's compensation and benefits costs incurred by the company.

	Year ended	Year ended
	31 December 2022	31 December 2021
	US\$'000	US\$'000
Wages and salaries	121,654	33,956
Social security costs	3,786	1,508
Pension costs	4,800	981
	130,240	36,445

8. SHARE-BASED PAYMENTS

Stock Incentive Plan

Group Inc. sponsors a stock incentive plan, The Goldman Sachs Amended and Restated Stock Incentive Plan (2021) (2021 SIP), which provides for, amongst others, grants of RSUs, restricted stock, dividend equivalent rights and incentive stock options, each of which may be subject to terms and conditions, including performance or market conditions. On April 29, 2021, Group Inc.'s shareholders approved the 2021 SIP. The 2021 SIP is a successor to several predecessor stock incentive plans, the first of which was adopted on April 30, 1999, and each of which was approved by GS Group's shareholders.

The company recorded share-based compensation in respect of the amortisation of granted equity awards, net of forfeitures, of US\$13.1 million for the year ended 31 December 2022 and US\$6.9 million for the year ended 31 December 2021. The resultant credit to equity arising from these share-based payments has been offset in equity as a result of the recognition of a liability for amounts arising under the terms of the chargeback agreement with Group Inc. under which the company is committed to pay to Group Inc. the grant-date fair value, as well as subsequent movements in the fair value of those awards to Group Inc. at the time of delivery to its employees.

Restricted Stock Units

Group Inc. grants RSUs (including RSUs subject to performance or market conditions) to the company's employees under the 2021 SIP, which are generally valued based on the closing price of the underlying shares on the date of grant after taking into account a liquidity discount for any applicable post-vesting and delivery transfer restrictions. The value of equity awards also considers the impact of material non-public information, if any, that the firm expects to make available shortly following grant. RSUs generally vest and underlying shares of common stock deliver (net of required withholding tax) as outlined in the applicable award agreements. Employee award agreements generally provide that vesting is accelerated in certain circumstances, such as on retirement, death, disability and conflicted employment. Delivery of the underlying shares of common stock is conditioned on the grantees satisfying certain vesting and other requirements outlined in the award agreements. RSUs not subject to performance or market conditions generally vest and deliver over a three-year period.

RSUs that are subject to performance or market conditions generally deliver after the end of a three to five-year period. For awards that are subject to performance or market conditions, generally the final award is adjusted from zero up to 150% of the original grant based on the extent to which those conditions are satisfied. Dividend equivalents that accrue on these awards are paid when the awards settle.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

9. DIRECTORS' EMOLUMENTS

The table below presents the company's directors' emoluments

	Year ended 31 December 2022	Year ended 31 December 2021
	US\$'000	US\$'000
Aggregate emoluments	2,027	1,729
Company pension contributions to money purchase schemes	3	2
	2,030	1,731
Highest paid director:		
Aggregate emoluments	1,554	1,205
Company pension contributions to money purchase schemes	1	-

In accordance with the Companies Act 2006, directors' emoluments 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 the provisions of Schedule 5 of the Statutory Instruments 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 year ended 31 December 2022, one director was a member of both a defined contribution scheme and a defined benefit scheme and three directors were members of a defined contribution scheme (year ended 31 December 2021: three directors were members of a defined contribution scheme).

Four directors including the highest paid director for the year ended 31 December 2022 (year ended 31 December 2021: four directors including the highest paid director) have received or are due to receive Group Inc. shares in respect of long-term incentive schemes.

The aggregate emoluments of the three non-executive directors for the year ended 31 December 2022 (year ended 31 December 2021: three non-executive directors) who were members of the Board for all or part of the year ended 31 December 2022 was approximately \$425,000 (for all or part of the year ended 31 December 2021: approximately \$425,000).

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

10. TAX ON PROFIT

	Year ended 31 December 2022	Year ended 31 December 2021
	US\$'000	<u>US\$'000</u>
Current tax:		
U.K corporation tax	37,676	23,470
Adjustments in respect of prior periods	(457)	(47)
Total current tax	37,219	23,423
Deferred tax:		
Origination and reversal of timing differences	(922)	(1,521)
Adjustments in respect of prior periods	588	
Total deferred tax	(334)	(1,521)
Total tax on profit	36,885	21,902

The table below presents a reconciliation between tax on profit and the amount calculated by applying the standard rate of U.K. corporation tax applicable to the company for the year of 19% (year ended 31 December 2021: 19%) to the profit before taxation.

	Year ended	Year ended	
	31 December 2022	31 December 2021	
·	US\$'000	US\$'000	
Profit before taxation	193,604	115,111	
Profit before taxation multiplied by the standard rate in the U.K.			
of 19% (year ended 31 December 2021: 19%)	36,785	21,871	
Adjustments in respect of prior periods	131	(47)	
Exchange differences	(31)		
Total tax on profit	36,885	21,902	

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

11. FIXED ASSETS

	31 December 2022	31 December 2021
	US\$'000	US\$'000
Investments	58	60

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

Intangible assets

The table below presents the movements in intangible assets during the current and prior years.

	Computer software	Customer lists	Goodwill	Total
	US\$'000	US\$'000	US\$'000	US\$'000
Cost				
As of 31 December 2020	-	-	-	-
Additions	3,372			3,372
As of 31 December 2021	3,372		-	3,372
Additions	9,577	1,224	456	11,257
As of 31 December 2022	12,949	1,224	456	14,629
Accumulated amortisation				
As of 31 December 2020	-	-	-	-
Charge for the year		-	-	
As of 31 December 2021	-	-	-	-
Charge for the year		70		70
As of 31 December 2022		70		70
Net book value				
As of 31 December 2021	3,372			3,372
As of 31 December 2022	12,949	1,154	456	14,559

Goodwill is in respect of a business combination.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

12. DEBTORS

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

	31 December 2022	31 December 2021	
	US\$'000	US\$'000	
Amounts due from group undertakings	462,625	406,457	
Amounts due from customers	60,042	50,408	
Other debtors	6,495	520	
·	529,162	457,385	

Amounts due from group undertakings includes a loan of US\$265.4 million (31 December 2021: US\$265.4 million) advanced by the company to Goldman Sachs International. 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 'Financial Instruments'. The results calculated by the model were not material.

13. DEFERRED TAX ASSETS

The table below presents the components of the company's deferred tax asset.

	31 December 2022	31 December 2021	
	US\$'000	US\$'000	
Deferred compensation	4,262	1,521	
Intangible assets	(2,407)	<u> </u>	
Total	1,855	1,521	

Deferred compensation is in respect of share-based compensation.

The table below presents changes in the company's deferred tax asset.

	31 December 2022 US\$'000	31 December 2021 US\$'000
Deferred compensation		,
As of 1 January	1,521	- 1,521
Transfer to the profit and loss account	2,741	
As of 31 December	4,262	1,521
Intangible assets		
As of 1 January	· · · · · · · · ·	-
Transfer to the profit and loss account	(2,407)	
As of 31 December	(2,407)	<u> </u>
Total		
As of 1 January	1,521	-
Transfer to the profit and loss account	334	1,521
As of 31 December	1,855	1,521

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2022	31 December 2021	
	US\$'000	US\$'000	
Amounts due to group undertakings	122,948	91,963	
Compensation and benefits	39,260	37,764	
Accruals	13,147	32,982	
Other taxes and social security costs	10,476	9,178	
Group relief payable	55,472	40,300	
	241,303	212,187	

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31 December	2022	31 December 2021
	US	\$'000_	US\$'000
Amounts due to group undertakings		3,594	669

Amounts due to group undertakings comprises a loan of US\$3.6 million (31 December 2021: US\$0.7 million) advanced by Goldman Sachs Funding LLC under the terms of an existing loan agreement. The loan is unsecured and carries interest at a variable margin over the U.S. Federal Reserve's federal funds rate. The loan is classified and measured at fair value due to the foreign exchange features embedded in the loan. The loan is repayable 367 days from when the lender demands repayment or 18 January 2038, whichever is earlier.

16. CALLED UP SHARE CAPITAL

As at 31 December 2022 and 31 December 2021 called up share capital comprised:

	31 December	31 December 2022		31 December 2021	
	No.	US\$'000	No.	US\$'000	
Allotted, called up and fully paid					
Ordinary shares of US\$1 each	100,943,859 _	100,944	100,943,859 _	100,944	
	_	100,944	_	100,944	

On 1 October 2021, the company issued 99,188,147 ordinary shares of US\$1 each for total consideration of US\$99,188,147.

17. DIVIDENDS PAID

	Year ended	Year ended
	31 December 2022	31 December 2021
	US\$'000	US\$'000
Interim dividends paid		169,000

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

18. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments or contingencies outstanding at year end (31 December 2021: US\$ nil).

19. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT

The company monitors its capital and liquidity 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 year ended 31 December 2022 and year ended 31 December 2021, the company was in compliance with the capital and liquidity requirements set by the FCA.

Tier 1 capital as at 31 December 2022 was US\$571.3 million (31 December 2021: US\$433.4 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 GSAMI Executive Risk Committee is responsible for identifying significant operational risks within the company and overseeing the operational risk management strategy. 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. The 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.

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's functional currency is the U.S. dollar. At 31 December 2022, the company had no material net exposures to other currencies (31 December 2021: none).

The company manages its interest rate and currency risk as part of GS 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 year ended 31 December 2022 would increase/decrease by US\$1.3 million (year ended 31 December 2021: US\$1.9 million).

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

19. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (continued)

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. The company's maximum exposure to credit risk is equivalent to the carrying value of its financial assets as at 31 December 2022 and 31 December 2021.

Credit exposures

The company's credit exposures are described further below:

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

Debtors. Fees from funds are settled either from the AUM of the fund or through amounts due from group undertakings, for which the credit risk is considered minimal. For separate accounts, the company manages its credit risk through periodic review and escalation of any amounts overdue. Separate account receivable exposures are generally well diversified.

The company is also exposed to credit risk associated with balances held in an unsecured term loan with a group undertaking, and general balances from group undertakings. The credit risk associated with amounts due from group undertakings is considered minimal considering the credit quality of these entities.

The company's liquid assets are ringfenced and held with a third party to mitigate concentration of total assets.

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.

20. 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 and prior years.

All financial liabilities are categorised as financial liabilities measured at amortised cost in the current and prior years, with the exception of creditors: amounts falling due after more than one year, which are measured at fair value through profit or loss classified as level 2 in the fair value hierarchy.

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

The company has US\$812.9 million (31 December 2021: US\$640.9 million) of current financial assets and US\$230.0 million (31 December 2021: US\$181.8 million) of current financial liabilities due within one year, 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 with the exception of creditors: amounts falling due after more than one year are due within one month of the balance sheet date. Creditors: amounts falling due after more than one year are repayable after more than one year and less than five years as of 31 December 2022 and 31 December 2021.