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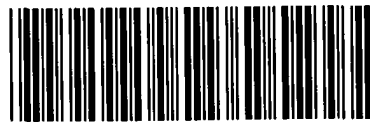
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**MATADOR INFRASTRUCTURE UK LTD**

**Annual Report and Financial Statements**

**For the year ended 31 December 2019**

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**MATADOR INFRASTRUCTURE UK LTD**

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**MATADOR INFRASTRUCTURE UK LTD**

**Directors and other information**

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**Directors**

Konstantinos Rokas  
Natalia Ross  
Paul John Cooper

**Registered Office**

New Broad Street House 35 New Broad Street,  
London,  
EC2M 1NH

**Administrator**

Vistra (UK) Limited  
3rd Floor,  
11-12 St James Square,  
London  
SW1Y 4LB

**Independent Auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

**MATADOR INFRASTRUCTURE UK LTD**  
**Report of the Directors**  
**For the year ended 31 December 2019**

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The Directors present their report and audited financial statements of Matador Infrastructure UK Ltd (the "Company") for the year ended 31 December 2019.

**Incorporation and principal activity**

The Company was incorporated in England and Wales on 28 March 2018 as a Private Limited Company and 1 MXN ordinary share was issued at par on that date.

The principal activity of the Company is act as an intermediate Holding Company and hold equity interest in GS Global Infrastructure Partners I B.V., a limited liability company incorporated in the Netherlands.

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. In relation to the company, 'group undertaking' means Group Inc. or any of its subsidiaries. Group Inc., together with its consolidated subsidiaries, form 'GS Group'. GS Group is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals.

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

**Results and dividends**

The Statement of Comprehensive Income for the year is set out on page 8.

During the financial year, the Directors declared dividends of MXN 4,680,028,567 and paid dividends of MXN 4,024,001,085. in relation to the year ended 31 December 2019 (2018: MXN Nil).

**Employee**

The Company had one employee during the year under review.

**Subsequent events**

Subsequent events have been disclosed in note 17 to the financial statements.

**Going concern**

As at 31 December 2019, the Company was in a net current asset position of MXN 4,752,881 (2018: Net current liability MXN 60,269). The Directors have assessed the financial position of the Company and its ability to meet its liabilities as they fall due and are satisfied that the Company is able to continue as a going concern for the foreseeable future. The Company's financial statements have therefore been prepared on a going concern basis.

**Directors**

The Directors of the Company who held office during the year and up to the date on which the financial statements were approved are shown on page 1.

**MATADOR INFRASTRUCTURE UK LTD**  
**Report of the Directors**  
**For the year ended 31 December 2019**

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**Strategic report**

As the Company qualifies as a small company under the Companies Act 2006, the Company is exempt from the requirement to prepare the Strategic Report as permitted by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

The Company acts only as a holding company. For this reason, the Company's Directors believe that the key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

On behalf of the board

Paul Cooper  
Director

22-09-2020



**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Directors' responsibilities**  
**For the year ended 31 December 2019**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102').

Under Company law, the 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 year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

  
**Paul Cooper**  
Director

12-05-2020

# ***Independent auditors' report to the members of Matador Infrastructure UK Ltd***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Matador Infrastructure UK Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 December 2019; the statement of comprehensive income, 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.

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### **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.

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### **Conclusions relating to going concern**

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

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

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

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### **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 Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

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

#### *Report of the Directors*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the Directors for the year ended 31 December 2019 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 Report of the Directors.

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### **Responsibilities for the financial statements and the audit**

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### *Auditors' responsibilities for the audit of the financial statements*

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

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

#### *Use of this report*

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

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

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

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

We have no exceptions to report arising from this responsibility.

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### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mike Wallace (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP



Chartered Accountants and Statutory Auditors  
London  
23 September 2020

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2019**

			For the period from 28 March 2018
		For the year ended 31 December 2019	(date of incorporation) to 31 December 2018
	Notes	MXN	MXN
<b>Income</b>			
Dividend income		4,691,521,767	-
Interest income		1,270	-
Unrealised foreign exchange gain		-	2,040
		<u>4,691,523,037</u>	<u>2,040</u>
<b>Expenses</b>			
Administrative expenses	8	6,535,847	2,062,309
Unrealised foreign exchange loss		108,668	-
Realised foreign exchange loss		36,806	-
		<u>6,681,321</u>	<u>2,062,309</u>
<b>Profit/ (loss) for the year/ period before taxation</b>		<u>4,684,841,716</u>	<u>(2,060,269)</u>
<b>Taxation</b>	9, 10	-	-
<b>Profit/ (loss) for the year/ period</b>		<u><u>4,684,841,716</u></u>	<u><u>(2,060,269)</u></u>

The above results were derived from continuing operations.

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Financial Position**  
**As at 31 December 2019**

	Notes	31 December 2019 MXN	31 December 2018 MXN
<b>ASSETS</b>			
Non-current asset			
Investments in subsidiary	4	24,817,826,964	24,817,826,964
Current asset			
Other receivables		24,817,826,964	24,817,826,964
Cash and cash equivalents	5	656,163,797	2,062,306
		6,808,860	-
		662,972,657	2,062,306
<b>TOTAL ASSETS</b>		25,480,799,621	24,819,889,270
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
Shareholders' equity			
Share capital	6(a)	2,001,000	2,001,000
Share premium	6(b)	24,817,825,964	24,817,825,964
Retained earnings/ (accumulated losses)		2,752,881	(2,060,269)
		24,822,579,845	24,817,766,695
Current liabilities			
Other payables		658,210,046	2,122,575
Bank overdraft	7	9,730	-
		658,219,776	2,122,575
<b>TOTAL EQUITY AND LIABILITIES</b>		25,480,799,621	24,819,889,270

The financial statements on pages 8 to 17 were approved by the Board of Directors on 22/9/2020 and were signed on its behalf by:

Paul Cooper  
 Director

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Changes in Equity**  
**For the year ended 31 December 2019**

	Notes	Share capital MXN	Share premium MXN	(Accumulated losses)/ Retained earnings MXN	Total equity MXN
Balance at 1 January 2019		2,001,000	24,817,825,964	(2,060,269)	24,817,766,695
Profit for the year		-	-	4,684,841,716	4,684,841,716
Dividend distribution		-	-	(4,680,028,566)	(4,680,028,566)
Balance at 31 December 2019		2,001,000	24,817,825,964	2,752,881	24,822,579,845

	Notes	Share capital MXN	Share premium MXN	Accumulated losses MXN	Total equity MXN
Balance at 28 March 2018		-	-	-	-
Issuance of ordinary shares	6 (a)	2,001,000	-	-	2,001,000
Share premium	6 (b)	-	24,817,825,964	-	24,817,825,964
Loss for the period		-	-	(2,060,269)	(2,060,269)
Balance at 31 December 2018		2,001,000	24,817,825,964	(2,060,269)	24,817,766,695

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements**  
**For the year ended 31 December 2019**

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**1. Corporate information**

The Company was incorporated in the England and Wales on 28 March 2018 as a Private Limited Company and 1 MXN ordinary share was issued at par on that date.

The principal activity of the Company is to achieve long-term capital gains through investments in equity in GS Global Infrastructure Partners I B.V., a limited liability company incorporated in the Netherlands.

**2. Accounting policies**

**Statement of compliance**

The financial statements give a true and fair view, comply with the Companies Act 2006 and have been prepared in compliance with Financial Reporting Standards 102 Section 1 A small entities, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102").

In accordance with the provisions of Section 382 (2) of the Act, whereby qualifying conditions should occur in two consecutive financial years to be classified as a small company, the Company qualifies as small and is considered eligible for the exemption of consolidation.

The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows.
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

**Basis of preparation**

The financial statements are prepared on the historical cost basis.

**Reporting currency**

These financial statements are presented in Mexican Peso ('MXN') which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

**Use of estimates and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

During the year, there were no significant estimates or judgements that affected the application of policies and reported amounts of assets and liabilities and income and expenses in the financial statements.

**Going concern**

As at 31 December 2019, the Company was in a net current asset position of MXN 4,752,881 (2018: Net current liability MXN 60,269). The Directors have assessed the financial position of the Company and its ability to meet its liabilities as they fall due and are satisfied that the Company is able to continue as a going concern for the foreseeable future. The Company's financial statements have therefore been prepared on a going concern basis.

**3. Summary of significant accounting policies**

The principal accounting policies adopted are set out below.

**Foreign currency translation**

The Company's accounting records are maintained in Mexican Peso ('MXN').

Transactions in foreign currencies are initially recorded using the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the Statement of Financial Position date. All differences are taken to the Statement of Comprehensive Income. Non monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

**Dividends**

Dividend distributions to the shareholders are recognised in the Company's financial statements in the year in which the dividends are approved.

**Income and expense recognition**

Income and expenses are accounted for on an accruals basis. Expenses include accounting, auditing, professional, staff, legal and rent.

**Interest income**

Interest income is recognised using the effective interest rate method.

**Dividend income**

Dividend income is recognised when the right to receive payment is established.

**Investments in subsidiary**

Investments in subsidiary undertakings are recorded at cost less any provision for any impairments.

**Financial liabilities and equity**

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost.

**Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

**Financial instruments**

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**MATADOR INFRASTRUCTURE UK LTD**  
Notes to the financial statements (continued)  
For the year ended 31 December 2019

**3. Summary of significant accounting policies (continued)**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

**Other payables**

Other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

**Income tax expense**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

**Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

**4. Investments in subsidiary**

	31-Dec-19 MXN	31-Dec-18 MXN
Cost		
Opening balance	24,817,826,964	-
Addition during the year/ period	-	24,817,826,964
Closing balance	24,817,826,964	24,817,826,964

The Company holds investment in GS Global Infrastructure Partners I B.V.

The subsidiary is as follows:

Name	Address of the registered office	Interest
GS Global Infrastructure Partners I B.V.	Strawinskylaan 3127, Atrium Building, 8th floor, 1077 ZX Amsterdam, The Netherlands	89.01% ordinary shares

**5. Other receivables**

	31-Dec-19 MXN	31-Dec-18 MXN
Dividend receivable	656,027,482	-
Other receivables	136,315	62,306
Share capital receivable	-	2,000,000
	656,163,797	2,062,306

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**6. Share capital and share premium**

	<b>31-Dec-19</b>	<b>31-Dec-18</b>
	<b>MXN</b>	<b>MXN</b>
<i>Issued and paid shares</i>		
2,001,000 Ordinary shares of MXN 1 each	2,001,000	2,001,000
 (b) Share premium	 31-Dec-19	 31-Dec-18
	<b>MXN</b>	<b>MXN</b>
Opening share capital	24,817,825,964	-
Share capital issued	-	24,817,825,964
Closing share capital	24,817,825,964	24,817,825,964

**7. Other payables**

	<b>31-Dec-19</b>	<b>31-Dec-18</b>
	<b>MXN</b>	<b>MXN</b>
Dividend payable	656,027,482	-
Accrued professional fees	2,043,306	1,521,159
Other payables	139,258	601,416
	<b>658,210,046</b>	<b>2,122,575</b>

**8. Administrative expenses**

	<b>For the year ended 31 December 2019</b>	<b>For the period from 28 March 2018 (date of incorporation) to 31 December 2018</b>
	<b>MXN</b>	<b>MXN</b>
Professional fees	3,029,118	1,653,611
Staff costs (note 11)	2,467,976	95,760
Legal fees	579,539	225,063
Rent expenses	385,526	84,091
Bank charges	56,765	-
IT costs	16,923	3,784
	<b>6,535,847</b>	<b>2,062,309</b>

As at 31 December 2019, out of the total professional fees of MXN 3,029,118 (2018: MXN 1,653,611), an amount of MXN 752,538 (2018: MXN 450,126) was payable in terms of audit fees.



**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**9. Income tax expense**

	For the year ended 31 December 2019 MXN	For the period from 28 March 2018 (date of incorporation) to 31 December 2018 MXN
<b>Current tax expense:</b>		
Corporation tax charge for the year at a rate of 19%	-	-
Total income tax charge in Statement of comprehensive income	-	-
<b>Reconciliation of total tax charge</b>		
Profit/(loss) for the year before tax	4,684,841,716	(2,060,269)
Corporation tax - 19% of profit/(loss)	890,119,926	(391,451)
Effect of:		
Adjustment to tax charge in respect to loss during the year	(890,119,926)	391,451
Total tax charge	-	-

**10. Tax on profit/(loss)**

	For the year ended 31 December 2019 MXN	For the period from 28 March 2018 (date of incorporation) to 31 December 2018 MXN
<b>Current tax:</b>		
U.K. corporation tax	-	-
Adjustments in respect of prior periods	-	-
Total current tax	-	-

The table below presents a reconciliation between tax on profit/(loss) and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 19% (2018: 19%) to the profit/(loss) before taxation.

	For the year ended 31 December 2019 MXN	28 March 2018 (date of incorporation) to 31 December 2018 MXN
Profit/(loss) before taxation	4,684,841,716	(2,060,269)
Profit/(loss) multiplied by the weighted average rate in the U.K. of 19 % (2018: 19%)	890,119,926	(391,451)
Permanent differences		
Total tax on profit	(890,119,926)	391,451

**11. Directors Remuneration**

One employee was employed during the year, a director, whose remunerations was MXN 2,467,976 (2018: MXN 95,760). Directors' remuneration includes basic salary.

In accordance with the Companies Act 2006, directors' remuneration above represents the proportion of total remuneration 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 Statutory Instrument 2008/410.

Retirement benefits are accruing for 0 directors under a defined contribution scheme. 0 directors have been granted Group Inc. shares in respect of long-term incentive schemes during the year. 0 directors have exercised options during the year.

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**12. Financial assets and financial liabilities**

All financial assets are categorised as financial assets at amortised cost in the current and prior year.

The table below presents the carrying value of the company's financial assets and financial liabilities by category:

	31-Dec-19	31-Dec-18
Financial assets	Amortised cost	Total
	MXN	MXN
Investments in subsidiary	24,817,826,964	24,817,826,964
Other receivables	656,163,797	656,163,797
Cash and cash equivalents	6,808,860	6,808,860
	<u>25,480,799,621</u>	<u>25,480,799,621</u>
Financial liabilities	Amortised cost	Total
	MXN	MXN
Other payables	658,210,046	658,210,046
Bank overdraft	9,730	9,730
	<u>658,219,776</u>	<u>658,219,776</u>
Financial assets	31-Dec-19	31-Dec-18
	Amortised cost	Total
	MXN	MXN
Investments in subsidiary	24,817,826,964	24,817,826,964
Other receivables	2,062,306	2,062,306
Cash and cash equivalents	-	-
	<u>24,819,889,270</u>	<u>24,819,889,270</u>
Financial liabilities	Amortised cost	Total
	MXN	MXN
Other payables	2,122,575	2,122,575
Bank overdraft	-	-
	<u>2,122,575</u>	<u>2,122,575</u>

**13. Financial risk management**

The principal financial instruments used by the Company, from which financial instrument risk arises, is financial assets and financial liabilities.

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk (including currency risk, interest rate risk and other price risk)

The Directors review and agree policies for managing its risk exposure. The primary objectives of the financial risk management function are to establish appropriate risk limits, and then ensure that exposure to risks stays within these limits. The Company's financial assets and financial liabilities comprise investments in subsidiary, other receivables and other payables and accruals that arise directly from its operations.

**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 the counterparties and reviewing, if applicable, the underlying collateral against which the financial assets are secured. The company's maximum exposure to credit risk is equivalent to the carrying value of its financial assets as at 31 December 2019. The Company's credit exposures are described further below:

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

**Debtors:** The Company is exposed to credit risk from its amounts due from group undertakings, for which the credit risk is considered minimal. As at 31 December 2019, the Company had no debtors past due.

**13. Financial risk management (continued)**

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's position.

The Company's liquidity position is monitored and reviewed by the Directors. Other payables and accruals have a contractual maturity of less than 3 months.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company does not have significant exposure to foreign exchange risk or price risk or cashflow or fair value interest rate risk and therefore no sensitivity analysis for those risks has been disclosed.

**Capital management**

The Company considers its capital to comprise its ordinary share capital, its share premium and its retained earnings.

The Directors' objective when managing capital is to safeguard the Company's ability to continue as a going concern in the short and long term in order to provide returns for the shareholders and benefits for other stakeholders. There are no external regulatory requirements imposed on the Company with regards to capital management.

**14. Control**

The share capital of the Company is held by GS International Infrastructure Partners I, L.P. and GS Global Infrastructure Partners I, L.P.

**15. Related party relationships and transactions**

As at 31 December 2019, an amount of MXN 162,694,815 was due from GS Global Infrastructure Partners I, L.P. and an amount of MXN 493,332,666 was due from GS International Infrastructure Partners I, L.P. in respect of dividend distribution.

As at 31 December 2018, an amount of MXN 1,504,000 was due from GS Global Infrastructure Partners I, L.P. and an amount of MXN 496,000 was due from GS International Infrastructure Partners I, L.P. in respect of capital distribution.

**16. Comparative information**

The comparative information presented are not comparable as they cover the period from 28 March 2018 (date of incorporation) to 31 December 2018.

**17. Subsequent events**

The Directors continue to review the potential impact of COVID-19 on the Company's operations. While the Company continues to operate normally and no events have occurred that require adjustment to, or disclosure in, the financial statements, there remains considerable

On October 11th 2019, the Company signed an agreement to sell its 51.3% stake in RCO. The first closing took place on June 4th 2020. There will be a tender offer during a 7 month period following the first close, during which minority shareholders may tender their shares in RCO. Depending on the results of the tender and if any minority shareholders (who jointly own 30% of RCO) want to sell, the Company may retain a stake in RCO. The second closing is expected to take place in January 2021, following the conclusion of the tender offer.

Registered Number

11281796

**MATADOR INFRASTRUCTURE UK LTD**

**Annual Report and Financial Statements**

**For the year ended 31 December 2019**

**MATADOR INFRASTRUCTURE UK LTD**

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**MATADOR INFRASTRUCTURE UK LTD**

**Directors and other information**

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**Directors**

Konstantinos Rokas  
Natalia Ross  
Paul John Cooper

**Registered Office**

New Broad Street House 35 New Broad Street,  
London,  
EC2M 1NH

**Administrator**

Vistra (UK) Limited  
3rd Floor,  
11-12 St James Square,  
London  
SW1Y 4LB

**Independent Auditors**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

**MATADOR INFRASTRUCTURE UK LTD**  
**Report of the Directors**  
**For the year ended 31 December 2019**

---

The Directors present their report and audited financial statements of Matador Infrastructure UK Ltd (the "Company") for the year ended 31 December 2019.

**Incorporation and principal activity**

The Company was incorporated in England and Wales on 28 March 2018 as a Private Limited Company and 1 MXN ordinary share was issued at par on that date.

The principal activity of the Company is act as an intermediate Holding Company and hold equity interest in GS Global Infrastructure Partners I B.V., a limited liability company incorporated in the Netherlands.

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. In relation to the company, 'group undertaking' means Group Inc. or any of its subsidiaries. Group Inc., together with its consolidated subsidiaries, form 'GS Group'. GS Group is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals.

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

**Results and dividends**

The Statement of Comprehensive Income for the year is set out on page 8.

During the financial year, the Directors declared dividends of MXN 4,680,028,567 and paid dividends of MXN 4,024,001,085, in relation to the year ended 31 December 2019 (2018: MXN Nil).

**Employee**

The Company had one employee during the year under review.

**Subsequent events**

Subsequent events have been disclosed in note 17 to the financial statements.

**Going concern**

As at 31 December 2019, the Company was in a net current asset position of MXN 4,752,881 (2018: Net current liability MXN 60,269). The Directors have assessed the financial position of the Company and its ability to meet its liabilities as they fall due and are satisfied that the Company is able to continue as a going concern for the foreseeable future. The Company's financial statements have therefore been prepared on a going concern basis.

**Directors**

The Directors of the Company who held office during the year and up to the date on which the financial statements were approved are shown on page 1.

**MATADOR INFRASTRUCTURE UK LTD**  
**Report of the Directors**  
**For the year ended 31 December 2019**

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**Strategic report**

As the Company qualifies as a small company under the Companies Act 2006, the Company is exempt from the requirement to prepare the Strategic Report as permitted by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

The Company acts only as a holding company. For this reason, the Company's Directors believe that the key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

On behalf of the board

Paul Cooper  
Director

22-09-2020





**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Directors' responsibilities**  
**For the year ended 31 December 2019**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102).

Under Company law, the 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 year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records 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. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

  
Paul Cooper  
Director

22-05-2020

# ***Independent auditors' report to the members of Matador Infrastructure UK Ltd***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion, Matador Infrastructure UK Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 December 2019; the statement of comprehensive income, 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.

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### **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.

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### **Conclusions relating to going concern**

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

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

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

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### **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 Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

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

#### *Report of the Directors*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the Directors for the year ended 31 December 2019 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 Report of the Directors.

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### **Responsibilities for the financial statements and the audit**

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### *Auditors' responsibilities for the audit of the financial statements*

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

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

#### *Use of this report*

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

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

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

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

We have no exceptions to report arising from this responsibility.

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### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mike Wallace (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors  
London  
23 September 2020

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Comprehensive Income**  
**For the year ended 31 December 2019**

			For the period from 28 March 2018 (date of incorporation) to 31 December 2018
	Notes	For the year ended 31 December 2019	31 December 2018
		MXN	MXN
<b>Income</b>			
Dividend income		4,691,521,767	-
Interest income		1,270	-
Unrealised foreign exchange gain		-	2,040
		<u>4,691,523,037</u>	<u>2,040</u>
<b>Expenses</b>			
Administrative expenses	8	6,535,847	2,062,309
Unrealised foreign exchange loss		108,668	-
Realised foreign exchange loss		36,806	-
		<u>6,681,321</u>	<u>2,062,309</u>
<b>Profit/ (loss) for the year/ period before taxation</b>		<u>4,684,841,716</u>	<u>(2,060,269)</u>
Taxation	9, 10	-	-
<b>Profit/ (loss) for the year/ period</b>		<u><u>4,684,841,716</u></u>	<u><u>(2,060,269)</u></u>

The above results were derived from continuing operations.

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Financial Position**  
**As at 31 December 2019**

	Notes	31 December 2019 MXN	31 December 2018 MXN
<b>ASSETS</b>			
<b>Non-current asset</b>			
Investments in subsidiary	4	24,817,826,964	24,817,826,964
		<u>24,817,826,964</u>	<u>24,817,826,964</u>
<b>Current asset</b>			
Other receivables	5	656,163,797	2,062,306
Cash and cash equivalents		6,808,860	-
		<u>662,972,657</u>	<u>2,062,306</u>
<b>TOTAL ASSETS</b>		<u>25,480,799,621</u>	<u>24,819,889,270</u>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>			
Share capital	6(a)	2,001,000	2,001,000
Share premium	6(b)	24,817,825,964	24,817,825,964
Retained earnings/ (accumulated losses)		2,752,881	(2,060,269)
		<u>24,822,579,845</u>	<u>24,817,766,695</u>
<b>Current liabilities</b>			
Other payables	7	658,210,046	2,122,575
Bank overdraft		9,730	-
		<u>658,219,776</u>	<u>2,122,575</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>25,480,799,621</u>	<u>24,819,889,270</u>

The financial statements on pages 8 to 17 were approved by the Board of Directors on 22/9/2020 and were signed on its behalf by:

Paul Cooper

Director

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Statement of Changes in Equity**  
**For the year ended 31 December 2019**

	Notes	Share capital MXN	Share premium MXN	(Accumulated losses)/ Retained earnings MXN	Total equity MXN
Balance at 1 January 2019		2,001,000	24,817,825,964	(2,060,269)	24,817,766,695
Profit for the year		-	-	4,684,841,716	4,684,841,716
Dividend distribution		-	-	(4,680,028,566)	(4,680,028,566)
Balance at 31 December 2019		2,001,000	24,817,825,964	2,752,881	24,822,579,845

	Notes	Share capital MXN	Share premium MXN	Accumulated losses MXN	Total equity MXN
Balance at 28 March 2018		-	-	-	-
Issuance of ordinary shares	6 (a)	2,001,000	-	-	2,001,000
Share premium	6 (b)	-	24,817,825,964	-	24,817,825,964
Loss for the period		-	-	(2,060,269)	(2,060,269)
Balance at 31 December 2018		2,001,000	24,817,825,964	(2,060,269)	24,817,766,695

The notes on pages 11 to 17 form part of these audited financial statements.

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements**  
**For the year ended 31 December 2019**

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**1. Corporate information**

The Company was incorporated in the England and Wales on 28 March 2018 as a Private Limited Company and 1 MXN ordinary share was issued at par on that date.

The principal activity of the Company is to achieve long-term capital gains through investments in equity in GS Global Infrastructure Partners 1 B.V., a limited liability company incorporated in the Netherlands.

**2. Accounting policies**

**Statement of compliance**

The financial statements give a true and fair view, comply with the Companies Act 2006 and have been prepared in compliance with Financial Reporting Standards 102 Section 1 A small entities, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102").

In accordance with the provisions of Section 382 (2) of the Act, whereby qualifying conditions should occur in two consecutive financial years to be classified as a small company, the Company qualifies as small and is considered eligible for the exemption of consolidation.

The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows.
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7.

**Basis of preparation**

The financial statements are prepared on the historical cost basis.

**Reporting currency**

These financial statements are presented in Mexican Peso ('MXN') which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

**Use of estimates and judgements**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

During the year, there were no significant estimates or judgements that affected the application of policies and reported amounts of assets and liabilities and income and expenses in the financial statements.

**Going concern**

As at 31 December 2019, the Company was in a net current asset position of MXN 4,752,881 (2018: Net current liability MXN 60,269). The Directors have assessed the financial position of the Company and its ability to meet its liabilities as they fall due and are satisfied that the Company is able to continue as a going concern for the foreseeable future. The Company's financial statements have therefore been prepared on a going concern basis.



**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

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**3. Summary of significant accounting policies**

The principal accounting policies adopted are set out below.

**Foreign currency translation**

The Company's accounting records are maintained in Mexican Peso ('MXN').

Transactions in foreign currencies are initially recorded using the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the Statement of Financial Position date. All differences are taken to the Statement of Comprehensive Income. Non monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

**Dividends**

Dividend distributions to the shareholders are recognised in the Company's financial statements in the year in which the dividends are approved.

**Income and expense recognition**

Income and expenses are accounted for on an accruals basis. Expenses include accounting, auditing, professional, staff, legal and rent.

**Interest income**

Interest income is recognised using the effective interest rate method.

**Dividend income**

Dividend income is recognised when the right to receive payment is established.

**Investments in subsidiary**

Investments in subsidiary undertakings are recorded at cost less any provision for any impairments.

**Financial liabilities and equity**

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost.

**Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

**Financial instruments**

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**3. Summary of significant accounting policies (continued)**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

**Other payables**

Other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

**Income tax expense**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

**Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

**4. Investments in subsidiary**

	31-Dec-19	31-Dec-18
	MXN	MXN
Cost		
Opening balance	24,817,826,964	-
Addition during the year/ period	-	24,817,826,964
Closing balance	24,817,826,964	24,817,826,964

The Company holds investment in GS Global Infrastructure Partners I B.V.

The subsidiary is as follows:

Name	Address of the registered office	Interest
GS Global Infrastructure Partners I B.V.	Strawinskylaan 3127, Atrium Building, 8th floor, 1077 ZX Amsterdam, The Netherlands	89.01% ordinary shares

**5. Other receivables**

	31-Dec-19	31-Dec-18
	MXN	MXN
Dividend receivable	656,027,482	-
Other receivables	136,315	62,306
Share capital receivable	-	2,000,000
	656,163,797	2,062,306

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**6. Share capital and share premium**

(a) Share capital	31-Dec-19 MXN	31-Dec-18 MXN
<i>Issued and paid shares</i>		
2,001,000 Ordinary shares of MXN 1 each	2,001,000	2,001,000
(b) Share premium	31-Dec-19 MXN	31-Dec-18 MXN
Opening share capital	24,817,825,964	-
Share capital issued	-	24,817,825,964
Closing share capital	24,817,825,964	24,817,825,964

**7. Other payables**

	31-Dec-19 MXN	31-Dec-18 MXN
Dividend payable	656,027,482	-
Accrued professional fees	2,043,306	1,521,159
Other payables	139,258	601,416
	658,210,046	2,122,575

**8. Administrative expenses**

	For the year ended 31 December 2019 MXN	For the period from 28 March 2018 (date of incorporation) to 31 December 2018 MXN
Professional fees	3,029,118	1,653,611
Staff costs (note 11)	2,467,976	95,760
Legal fees	579,539	225,063
Rent expenses	385,526	84,091
Bank charges	56,765	-
IT costs	16,923	3,784
	6,535,847	2,062,309

As at 31 December 2019, out of the total professional fees of MXN 3,029,118 (2018: MXN 1,653,611), an amount of MXN 752,538 (2018: MXN 450,126) was payable in terms of audit fees.

**MATADOR INFRASTRUCTURE UK LTD**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**9. Income tax expense**

	For the year ended 31 December 2019	For the period from 28 March 2018 (date of incorporation) to 31 December 2018
	MXN	MXN
<b>Current tax expense:</b>		
Corporation tax charge for the year at a rate of 19%	-	-
Total income tax charge in Statement of comprehensive income	-	-
<b>Reconciliation of total tax charge</b>		
Profit/(loss) for the year before tax	4,684,841,716	(2,060,269)
Corporation tax - 19% of profit/(loss)	890,119,926	(391,451)
Effect of:		
Adjustment to tax charge in respect to loss during the year	(890,119,926)	391,451
Total tax charge	-	-

**10. Tax on profit/(loss)**

	For the year ended 31 December 2019	For the period from 28 March 2018 (date of incorporation) to 31 December 2018
	MXN	MXN
<b>Current tax:</b>		
U.K. corporation tax	-	-
Adjustments in respect of prior periods	-	-
Total current tax	-	-

The table below presents a reconciliation between tax on profit/(loss) and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 19% (2018: 19%) to the profit/(loss) before taxation.

	For the year ended 31 December 2019	28 March 2018 (date of incorporation) to 31 December 2018
	MXN	MXN
Profit/(loss) before taxation	4,684,841,716	(2,060,269)
Profit/(loss) multiplied by the weighted average rate in the U.K. of 19 % (2018: 19%)	890,119,926	(391,451)
Permanent differences		
Total tax on profit	(890,119,926)	391,451

**11. Directors Remuneration**

One employee was employed during the year, a director, whose remunerations was MXN 2,467,976 (2018: MXN 95,760). Directors' remuneration includes basic salary.

In accordance with the Companies Act 2006, directors' remuneration above represents the proportion of total remuneration 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 Statutory Instrument 2008/410.

Retirement benefits are accruing for 0 directors under a defined contribution scheme. 0 directors have been granted Group Inc. shares in respect of long-term incentive schemes during the year. 0 directors have exercised options during the year.

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**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**12. Financial assets and financial liabilities**

All financial assets are categorised as financial assets at amortised cost in the current and prior year.

The table below presents the carrying value of the company's financial assets and financial liabilities by category:

	31-Dec-19	31-Dec-18
Financial assets	Amortised cost	Total
	MXN	MXN
Investments in subsidiary	24,817,826,964	24,817,826,964
Other receivables	656,163,797	656,163,797
Cash and cash equivalents	6,808,860	6,808,860
	<u>25,480,799,621</u>	<u>25,480,799,621</u>
Financial liabilities	Amortised cost	Total
	MXN	MXN
Other payables	658,210,046	658,210,046
Bank overdraft	9,730	9,730
	<u>658,219,776</u>	<u>658,219,776</u>
Financial assets	31-Dec-19	31-Dec-18
	Amortised cost	Total
	MXN	MXN
Investments in subsidiary	24,817,826,964	24,817,826,964
Other receivables	2,062,306	2,062,306
Cash and cash equivalents	-	-
	<u>24,819,889,270</u>	<u>24,819,889,270</u>
Financial liabilities	Amortised cost	Total
	MXN	MXN
Other payables	2,122,575	2,122,575
Bank overdraft	-	-
	<u>2,122,575</u>	<u>2,122,575</u>

**13. Financial risk management**

The principal financial instruments used by the Company, from which financial instrument risk arises, is financial assets and financial liabilities.

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk (including currency risk, interest rate risk and other price risk)

The Directors review and agree policies for managing its risk exposure. The primary objectives of the financial risk management function are to establish appropriate risk limits, and then ensure that exposure to risks stays within these limits. The Company's financial assets and financial liabilities comprise investments in subsidiary, other receivables and other payables and accruals that arise directly from its operations.

**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 the counterparties and reviewing, if applicable, the underlying collateral against which the financial assets are secured. The company's maximum exposure to credit risk is equivalent to the carrying value of its financial assets as at 31 December 2019. The Company's credit exposures are described further below:

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

**Debtors:** The Company is exposed to credit risk from its amounts due from group undertakings, for which the credit risk is considered minimal. As at 31 December 2019, the Company had no debtors past due.

**13. Financial risk management (continued)**

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's position.

The Company's liquidity position is monitored and reviewed by the Directors. Other payables and accruals have a contractual maturity of less than 3 months.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company does not have significant exposure to foreign exchange risk or price risk or cashflow or fair value interest rate risk and therefore no sensitivity analysis for those risks has been disclosed.

**Capital management**

The Company considers its capital to comprise its ordinary share capital, its share premium and its retained earnings.

The Directors' objective when managing capital is to safeguard the Company's ability to continue as a going concern in the short and long term in order to provide returns for the shareholders and benefits for other stakeholders. There are no external regulatory requirements imposed on the Company with regards to capital management.

**14. Control**

The share capital of the Company is held by GS International Infrastructure Partners I, L.P. and GS Global Infrastructure Partners I, L.P.

**15. Related party relationships and transactions**

As at 31 December 2019, an amount of MXN 162,694,815 was due from GS Global Infrastructure Partners I, L.P. and an amount of MXN 493,332,666 was due from GS International Infrastructure Partners I, L.P. in respect of dividend distribution.

As at 31 December 2018, an amount of MXN 1,504,000 was due from GS Global Infrastructure Partners I, L.P. and an amount of MXN 496,000 was due from GS International Infrastructure Partners I, L.P. in respect of capital distribution.

**16. Comparative information**

The comparative information presented are not comparable as they cover the period from 28 March 2018 (date of incorporation) to 31 December 2018.

**17. Subsequent events**

The Directors continue to review the potential impact of COVID-19 on the Company's operations. While the Company continues to operate normally and no events have occurred that require adjustment to, or disclosure in, the financial statements, there remains considerable

On October 11th 2019, the Company signed an agreement to sell its 51.3% stake in RCO. The first closing took place on June 4th 2020. There will be a tender offer during a 7 month period following the first close, during which minority shareholders may tender their shares in RCO. Depending on the results of the tender and if any minority shareholders (who jointly own 30% of RCO) want to sell, the Company may retain a stake in RCO. The second closing is expected to take place in January 2021, following the conclusion of the tender offer.