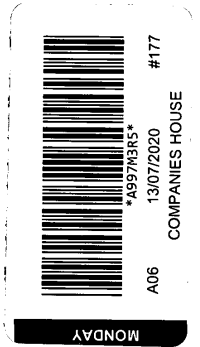


Company Number: 10477200



BROAD STREET PRINCIPAL INVESTMENTS UK LTD

ANNUAL REPORT

31 DECEMBER 2019

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## BROAD STREET PRINCIPAL INVESTMENTS UK LTD

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### STRATEGIC REPORT

The directors present their strategic report for the year ended 31 December 2019.

#### 1. Introduction

The principal activity of Broad Street Principal Investments UK LTD (the company) is to hold private equity and debt investments.

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 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 financial statements have been drawn up for the year ended 31 December 2019. Comparative information has been presented for the year ended 31 December 2018.

The directors consider profit before taxation, total assets and total liabilities as the company's key performance indicators.

The results for the year are shown in the profit and loss account on page 7. Profit before taxation for the year ended 31 December 2019 was US\$5.9 million (2018: US\$31.0 million).

The company had total assets of US\$471.0 million as at 31 December 2019 (31 December 2018: US\$475.7 million) and total liabilities of US\$349.9 million as at 31 December 2019 (31 December 2018: US\$359.2 million).

#### 3. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £ / US\$ 1.3265 (31 December 2018: 1.2743). The average rate for the year ended 31 December 2019 was £ / US\$ 1.2792 (2018: £ / US\$ 1.3297).

#### 4. Future outlook

The directors consider that the year end financial position of the company was satisfactory and do not anticipate any significant changes in its activities in the forthcoming year.

Since the balance sheet date there has been a global outbreak of a coronavirus disease (COVID-19) which has caused widespread disruption to financial markets and normal patterns of business activity across the world. At the date of signing, the company had not incurred any material financial impact associated to COVID-19 however, in view of its evolving nature it is not currently possible to estimate any potential future financial effects of COVID-19 on the company.

#### 5. Principal risks and uncertainties

The directors consider that the most important components of the company's financial risk are market risk, credit risk and liquidity risk. The company also has some limited exposure to operational, legal, regulatory and compliance risks. The company, as part of a global group, adheres to global risk management policies and procedures. The company's risk management objectives and policies are described in note 18 of the financial statements.

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**STRATEGIC REPORT (continued)**

**6. Principal decision making and stakeholder engagement**

The Directors of the company carry out their duties in a way that they consider, in good faith, would be most likely to promote the success of the company for the benefit of GS Group as a whole, and in doing so have regards (amongst other matters) to:

- a) the likely consequences of any decision in the long term;
- b) the impact of the company's operations on the community and the environment;
- c) the desirability of the company maintaining a reputation for high standards of business conduct; and
- d) the need to act fairly as between members of the company.

In meeting the requirements under section 172 of the Companies Act 2006 the Board is guided by the Code of Business Conduct and Ethics and the risk and governance framework of GS Group, and considers the views of key stakeholders when making decisions that influence the company's current and future operations and reputation. The directors of the company receive information on a variety of topics that assist them in their oversight of the company's business.

**7. Date of authorisation of issue**

The strategic report was authorised for issue by the Board of Directors on 2 July 2020.

**ON BEHALF OF THE BOARD**



**Director**

J. Wiltshire

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 31 December 2019.

**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 company's risk management objectives and policies, as well as exposures to market risk, credit risk and liquidity risk in the strategic report, as well as future outlook in accordance with section 414C(11) of the Companies Act 2006, that would otherwise have been reported in the directors' report.

**2. Dividends**

The directors do not recommend the payment of a dividend in respect of the year (31 December 2018: US\$nil).

**3. 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 each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware; and
- each of the directors has taken all the steps that he / she ought to have taken as a director to make himself / herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**4. Independent auditors**

The auditors, PricewaterhouseCoopers LLP are deemed to be reappointed under section 487(2) of the Companies Act 2016.

**5. 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
D. Ashiya	17 June 2019	4 June 2020
J. Wiltshire	4 June 2020	
M. Olivier		14 February 2020
N. Ross		
P. McSpadden		14 June 2019
R. Thomas	14 February 2020	

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

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**DIRECTORS' REPORT (CONTINUED)**

**6. Statement of directors' responsibilities**

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

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

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the 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.

**7. Date of authorisation of issue**

The financial statements were authorised for issue by the Board of Directors on 2 July 2020.

**ON BEHALF OF THE BOARD**



**Director**

**J. Wiltshire**

**Independent auditors' report to the members of  
BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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

**Our opinion**

In our opinion, Broad Street Principal Investments 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 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 2019; the profit and loss account and 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**

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.

**Reporting on other information**

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

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

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

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

**Independent auditors' report to the members of  
BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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***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 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 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 the 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.

**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.



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

2 July 2020

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**PROFIT AND LOSS ACCOUNT**  
**for the year ended 31 December 2019**

		Year ended 31 December 2019	Year ended 31 December 2018
	Note	US\$	US\$
Net revenues	4	12,620,323	41,425,000
Administrative expenses	5	(6,063,984)	(8,888,474)
Interest receivable and similar income	6	2,515,399	2,746,805
Interest payable and similar expenses	7	(3,165,571)	(4,233,961)
<b>PROFIT BEFORE TAXATION</b>		<b>5,906,167</b>	<b>31,049,370</b>
Tax on profit	10	(1,254,752)	(6,172,495)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>4,651,415</b>	<b>24,876,875</b>

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 other comprehensive income has been presented.

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



**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**BALANCE SHEET**  
as at 31 December 2019

		31 December 2019	31 December 2018
	Note	US\$	US\$
<b>CURRENT ASSETS</b>			
Debtors: Amounts falling due within one year	12	9,662,804	5,863,299
Debtors: Amounts falling due after more than one year	13	51,812,184	76,917,639
Investments	14	407,521,544	392,932,493
Cash at bank and in hand		2,052,958	27,235
		<u>471,049,490</u>	<u>475,740,666</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	15	<u>(12,902,521)</u>	<u>(19,861,984)</u>
<b>NET CURRENT ASSETS</b>		458,146,969	455,878,682
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>	16	<u>(323,179,700)</u>	<u>(328,022,932)</u>
<b>PROVISIONS FOR LIABILITIES</b>	11	<u>(13,783,414)</u>	<u>(11,323,310)</u>
<b>NET ASSETS</b>		<u>121,183,855</u>	<u>116,532,440</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	17	80,781,745	80,781,745
Profit and loss account		40,402,110	35,750,695
<b>TOTAL SHAREHOLDER'S FUNDS</b>		<u>121,183,855</u>	<u>116,532,440</u>

The financial statements were approved by the Board of Directors on 2 July 2020 and signed on its behalf by:



Director

J. Wistire

The accompanying notes are an integral part of these financial statements.  
Company number: 10477200

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**STATEMENT OF CHANGES IN EQUITY**  
**for the year ended 31 December 2019**

	Called up share capital	Profit and loss account	Total shareholder's funds
Note	US\$	US\$	US\$
Balance at 31 December 2017	78,119,519	10,873,820	88,993,339
Proceeds from shares issued	2,662,226	-	2,662,226
Profit for the financial year	-	24,876,875	24,876,875
Balance at 31 December 2018	80,781,745	35,750,695	116,532,440
Profit for the financial year	-	4,651,415	4,651,415
Balance at 31 December 2019	80,781,745	40,402,110	121,183,855

No dividends were paid in 2019 and 2018.

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

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## BROAD STREET PRINCIPAL INVESTMENTS UK LTD

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### NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

#### 1. GENERAL INFORMATION

The company is a private company limited by shares 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 Group Holdings (U.K.) Limited, a company incorporated and domiciled in England and Wales.

The ultimate parent 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 can be obtained from Investor Relations, 200 West Street, New York, NY 10282, United States of America, or at [www.goldmansachs.com/investor-relations/](http://www.goldmansachs.com/investor-relations/).

#### 2. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### a. Basis of preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention (except as modified in note 2f) and in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the Companies Act 2006.

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

- (i) IFRS 2 'Share-based Payment' paragraph 45(b) and 46 to 52. These disclosures are provided in the consolidated financial statements of Group Inc.;
- (ii) IAS 1 'Presentation of Financial Statements' paragraph 38 to present comparative information in respect of IAS 1 'Presentation of Financial Statements' paragraph 79(a)(iv);
- (iii) IAS 1 'Presentation of Financial Statements' paragraphs 10(d), 10(f), 16, 38A, 38B-D, 40A-D, 111, 134-136
- (iv) IAS 7 'Statement of Cash Flows';
- (v) IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' paragraphs 30 and 31;
- (vi) 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;
- (vii) IAS 24 'Related Party Disclosures' paragraph 17; and
- (viii) IAS 24 'Related Party Disclosures' requirements to disclose transactions with companies also wholly owned within the GS Group.

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**2. ACCOUNTING POLICIES (continued)**

**b. Revenue recognition**

Net revenues have been disclosed instead of turnover as this more meaningfully reflects the nature and results of the company's activities.

Net revenues from equity investments and investments in associates include dividend income and changes in fair value and gains and losses on sale of investments. Dividends receivable are recognised as income when the right to receive the payment has been established.

Net revenues from debt investments include accrued interest, changes in fair value and gains and losses on sale of investments.

**c. 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.

**d. Foreign currencies**

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

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

**e. Cash at bank and in hand**

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

**f. Current asset investments**

Investments in associate is recorded at fair value in line with IFRS 9, as permitted by IAS 28 'Investments in Associates and Joint Ventures'. Other investments consist of private equity investments not held for trading and are recognised as financial assets mandatorily at fair value through profit or loss. They are measured in the balance sheet at fair value and all subsequent gains or losses are recognised in the consolidated profit and loss account.

**g. 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.

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**2. ACCOUNTING POLICIES (continued)**

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 if the company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but 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 deferred tax assets, and financial liabilities comprise all of the company's creditors with the exception of deferred tax liabilities.

The company classifies financial assets into the below categories 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 measured at amortised cost**

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

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

• **Financial assets designated at fair value through profit or loss**

Financial assets that do not meet the criteria for amortised cost, which constitute current investments (including an investment in associate undertaking), are measured at fair value through profit or loss. Such financial assets are initially measured at fair value and subsequently at fair value through profit or loss, with gains or losses recognised in net revenues on financial instruments at fair value.

Investment in associate undertaking is recorded at fair value in line with IFRS9, as permitted by IAS 28 'Investments in Associates and Joint Ventures'. Investment in associate undertaking is measured in the balance sheet at fair value and all subsequent gains or losses are recognised in the consolidated profit and loss account.

• **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 interest payable and similar expenses.

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**(iii) Offsetting financial assets and financial liabilities**

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

- (i) currently a legally enforceable right to set off the recognised amounts; and
- (ii) intent to settle on a net basis or to realise the asset and settle the liability simultaneously.

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

**2. ACCOUNTING POLICIES (continued)**

**h. Current and deferred taxation**

The tax expense 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 liabilities 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 the 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 years in which temporary differences reverse, based on tax rates and laws enacted or substantively enacted or substantively enacted at the balance sheet date.

**i. Share capital**

Ordinary share capital is classified as equity.

**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. The following judgement has had the most significant effect on amounts recognised in the financial statements:

**a. Fair value measurement**

Certain of the company's financial assets include significant unobservable inputs (i.e. level 3). See note 19 for information about the carrying value, valuation techniques and significant inputs of these instruments.

**b. Deferred taxation**

The company has recognised a deferred tax liability (see note 11) which requires judgement in determining the expected future tax liability of the company. In so doing management has considered the relevant tax law and has exercised judgement for the recognition of the estimated future liability.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**4. NET REVENUES**

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
Net revenues from equity investments	19,165,995	41,666,381
Net revenues from associate undertaking	(6,662,116)	(273,791)
Net revenues from debt investments	116,444	-
Other revenues	-	32,410
	<b>12,620,323</b>	<b>41,425,000</b>

**5. ADMINISTRATIVE EXPENSES**

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
Foreign exchange gains	(20,125)	-
Management fees charged by group undertakings	6,026,631	7,664,151
Legal and professional fees	26,251	1,197,729
Auditors' remuneration - audit services	28,215	26,594
Other expenses	3,012	-
	<b>6,063,984</b>	<b>8,888,474</b>

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
Interest on loans to group undertakings (see note 14)	2,515,399	2,746,805
	<b>2,515,399</b>	<b>2,746,805</b>

**7. INTEREST PAYABLE AND SIMILAR EXPENSES**

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
Interest on loans from group undertakings (see note 16)	3,148,340	4,230,328
Bank interest expense	17,231	3,633
	<b>3,165,571</b>	<b>4,233,961</b>

**8. STAFF COSTS**

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

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**9. DIRECTORS' EMOLUMENTS**

The directors did not receive any remuneration from the company in the current or prior year and no contributions were made by the company under defined benefit or defined contribution pension schemes. The directors are employed by other group undertakings and their remuneration is borne by those companies. The directors do not consider that more than an incidental amount of their remuneration relates to the qualifying services provided to the company.

**10. TAX ON PROFIT**

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
<b>Current tax:</b>		
UK corporation tax	(1,209,544)	(1,737,643)
Adjustment in respect of prior years	4,192	-
<b>Total current tax</b>	<b>(1,205,352)</b>	<b>(1,737,643)</b>
<b>Deferred tax:</b>		
Origination and reversal of temporary differences	3,641,539	7,910,138
Effect of decreased tax rate on opening liability	(1,181,435)	-
<b>Total deferred tax</b>	<b>2,460,104</b>	<b>7,910,138</b>
<b>Total tax on profit</b>	<b>1,254,752</b>	<b>6,172,495</b>

The table below presents a reconciliation between tax on profit and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 19.0% (2018: 19.0%) to the profit before taxation.

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
Profit before taxation	5,906,167	31,049,370
Profit multiplied by the weighted average rate in the U.K. of 19.0% (2018: 19.0%)	1,122,172	5,899,380
Permanent differences	1,268,580	273,115
Changes in recognition and measurement of deferred tax	(1,181,435)	-
Exchange differences and other	41,243	-
Adjustments in respect of prior periods	4,192	-
<b>Total tax on profit</b>	<b>1,254,752</b>	<b>6,172,495</b>

The company has carry forward capital losses of £3.7 million (31 December 2018: £3.7 million), for which no deferred tax asset has been recognised in the financial statements as there is uncertainty whether the company will generate suitable taxable profits in the future against which the deferred tax asset can be recovered.

The company has surrendered its losses for the current year under group relief arrangements.

The U.K. government announced in its budget on March 11, 2020 that the U.K. corporation tax main rate, which was due to decrease from 19.0% to 17.0% from April 1, 2020, will now remain at 19.0%. This will result in the U.K. corporation tax rate applicable to the company remaining at 19.0% from April 1, 2020. The company did not include this rate increase in its measurement of deferred tax balances as it was not substantively enacted as of December 2019. If this rate change were to have been substantively enacted as of December 2019, then the company's deferred tax liability would have been higher by \$1.2 million which would have been recognised in the profit and loss account.



**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**11. DEFERRED TAX LIABILITY**

	31 December 2019	31 December 2018
	US\$	US\$
<b>Deferred tax balance comprises:</b>		
Timing differences in respect of equity investments	13,783,414	11,323,310
	13,783,414	11,323,310

**US\$**

The movements in the deferred tax balance were as follows:

At January 2018	3,413,171
Charge to the profit and loss account (see note 10)	7,910,138
At 1 January 2019	11,323,310
Charge to the profit and loss account (see note 10)	2,460,104
At 31 December 2019	13,783,414

**12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31 December 2019	31 December 2018
	US\$	US\$
Accrued interest receivable from group undertaking (see note 13)	5,657,107	3,141,709
Group relief receivable	2,908,260	2,698,175
Amounts due from group undertakings	1,065,672	23,415
Other debtors	31,765	-
	9,662,804	5,863,299

**13. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	31 December 2019	31 December 2018
	US\$	US\$
Long-term loan due from group undertaking	51,812,184	76,917,639
	51,812,184	76,917,639

Long-term loan due from group undertakings in the current and prior year comprises a loan advanced by the company to Goldman Sachs International, a fellow group undertaking, under the terms of an existing loan agreement dated 13 December 2018. The loan is unsecured and carries interest at a variable margin over the U.S. Federal Reserve's federal funds rate and is repayable on 31 January 2025.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**14. INVESTMENTS**

Current asset investments, which are stated at fair value (see note 19), comprise equity investments, an investment in associate and debt investments.

	31 December 2019	31 December 2018
	US\$	US\$
Equity investments	343,402,327	325,421,844
Investment in associate	59,611,107	67,510,649
Debt investments	4,508,110	-
	<b>407,521,544</b>	<b>392,932,493</b>

The associate undertaking at the year end is:

Name of company	Nature of business	Proportional of nominal value held	Class of shares held
Continental Bakeries <sup>1</sup>	Food producer	35.5%	Ordinary & preference shares

Registered office address at:

1.Pieter Zeemanweg 17, 3316 GZ Dordrecht, Netherland

**15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	31 December 2019	31 December 2018
	US\$	US\$
Accrued interest on loan due to group undertaking (see note 16)	9,931,015	6,893,516
Amounts due to group undertakings	2,947,762	12,816,516
Other creditors and accruals	23,744	151,952
	<b>12,902,521</b>	<b>19,861,984</b>

**16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	31 December 2019	31 December 2018
	US\$	US\$
Long-term loan due to group undertaking	323,179,700	328,022,932
	<b>323,179,700</b>	<b>328,022,932</b>

Long-term loan due to group undertaking in the current and prior year comprises a loan advanced by Broad Street Principal Investments, L.L.C., a fellow group undertaking, under the terms of an existing loan agreement dated 13 December 2018. The loan is unsecured and carries interest at a variable margin over the U.S. Federal Reserve's federal funds rate and is repayable on 23 February 2027.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**17. CALLED UP SHARE CAPITAL**

At 31 December 2019 and 31 December 2018 called up share capital comprised:

	31 December 2019		31 December 2018	
	No	US\$	No	US\$
<b>Allotted, called up and unpaid</b>				
Ordinary shares of £1 each	1	1	1	1
<b>Allotted, called up and fully paid</b>				
Ordinary shares of \$1 each	74,426,687	74,426,687	74,426,687	74,426,687
Ordinary shares of US\$0.01 each	635,505,700	6,355,057	635,505,700	6,355,057
		<u>80,781,745</u>		<u>80,781,745</u>

**18. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT**

The company monitors its capital on an ongoing basis. The company's objective is to be prudently capitalised in terms of the amount and composition of its equity base compared to the company's risk exposures. The appropriate level and composition of equity capital is determined by considering multiple factors including the business environment, conditions in the financial markets and assessments of potential future losses due to adverse changes in market environments.

The company is not subject to any externally imposed capital requirements.

The directors consider that the most important components of the company's financial risk 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 value of investments, as well as certain other 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, currency risk and equity price risk.

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

If interest rates had been 0.5 percent higher/lower and all other variables were held constant, the company's profit before taxation for the year ended 31 December 2019 would not have been materially affected. This has been determined by assuming that the company's exposure to interest rate risk at balance sheet date was consistent for the whole year.

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

The company's functional currency is the U.S. dollar. At 31 December 2019, the company had no material net exposures to other currencies (31 December 2018: US\$nil).

The company manages its interest rate and currency risks as part of GS Group's risk management policy.

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**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

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**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**18. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (continued)**

**a. Market risk (continued)**

Equity price risk arises from exposures to changes in prices and interest rate volatilities of individual investments. The sensitivity analysis below has been determined based on the company's exposure to equity price risk at the balance sheet date. If equity values had been 10 per cent higher/lower, profit before taxation for the period ended 31 December 2019 would increase/decrease by US\$40.7 million (31 December 2018: US\$39.3 million) as a result of the changes in fair value.

**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 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 listed below as at 31 December 2019 and 31 December 2018. The company's credit exposures are described further below:

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

**Debtors.** The company is exposed to credit risk from its amounts due from group undertakings, for which the credit risk is considered minimal. As at 31 December 2019, the company had no debtors past due (31 December 2018: nil).

**c. Liquidity risk**

Liquidity risk is the risk that the company does not have sufficient cash or collateral to make payments to its counterparties or customers 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.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES**

**a. Financial assets and financial liabilities by category**

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

	31 December 2019		
	Designated at fair value	Amortised cost	Total
	US\$	US\$	US\$
<b>Financial assets</b>			
Investments	407,521,544	-	407,521,544
Debtors: amounts falling due within one year	-	9,662,804	9,662,804
Debtors: amounts falling due after more than one year	-	51,812,184	51,812,184
Cash at bank and in hand	-	2,052,958	2,052,958
	<u>407,521,544</u>	<u>63,527,945</u>	<u>471,049,490</u>

	31 December 2019		
	Designated at fair value	Amortised cost	Total
	US\$	US\$	US\$
<b>Financial liabilities</b>			
Creditors: amounts falling due within one year	-	(12,902,521)	(12,902,521)
Creditors: amounts falling due after more than one year	-	(323,179,700)	(323,179,700)
	<u>-</u>	<u>(336,082,221)</u>	<u>(336,082,221)</u>

	31 December 2018		
	Designated at fair value	Amortised cost	Total
	US\$	US\$	US\$
<b>Financial assets</b>			
Investments	392,932,493	-	392,932,493
Debtors: amounts falling due within one year	-	5,863,299	5,863,299
Debtors: amounts falling due after more than one year	-	76,917,639	76,917,639
Cash at bank and in hand	-	27,235	27,235
	<u>392,932,493</u>	<u>82,808,173</u>	<u>475,740,666</u>

	31 December 2018		
	Designated at fair value	Amortised cost	Total
	US\$	US\$	US\$
<b>Financial liabilities</b>			
Creditors: amounts falling due within one year	-	(19,618,984)	(19,618,984)
Creditors: amounts falling due greater than one year	-	(328,022,932)	(328,022,932)
	<u>-</u>	<u>(347,641,916)</u>	<u>(347,641,916)</u>

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BROAD STREET PRINCIPAL INVESTMENTS UK LTD

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NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

b. Fair value hierarchy

FRS 101 has a three level fair value hierarchy for disclosure of fair value measurements. The fair value hierarchy prioritises inputs to the valuation techniques used to measure fair value, giving the highest priority to level 1 inputs and lowest priority to level 3 inputs. A financial instrument's level in the fair value hierarchy is based on the lowest level of any input that is significant to its fair value measurement.

The fair value hierarchy is as follows:

- Level 1 Inputs are unadjusted quoted prices in active markets to which GS Group has access at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Inputs to valuation techniques are observable, either directly or indirectly.
- Level 3 One or more inputs to valuation techniques are significant and unobservable.

The fair values for substantially all of the company's financial assets and financial liabilities are based on observable prices and inputs and are classified in levels 1 and 2 of the fair value hierarchy. Certain level 2 and level 3 financial assets and financial liabilities may require appropriate valuation adjustments that a market participant would require to arrive at fair value for factors such as counterparty and the company's and GS Group's credit quality, funding risk, transfer restrictions, liquidity and bid/offer spreads. Valuation adjustments are generally based on market evidence.

c. Valuation techniques and significant inputs

Valuation techniques and significant inputs for each level of the fair value hierarchy include:

- Level 1 financial instruments are valued using quoted prices for identical unrestricted instruments in active markets. The company defines active markets for financial instruments based on both average daily trading volume and number of days with trading activity.
- Level 2 financial instruments can be verified to quoted prices, recent trading activity for identical or similar instruments, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. Consideration is given to the nature of the quotations (e.g. indicative or firm) and the relationship of recent market activity to the prices provided from alternative pricing sources.

Valuation adjustments are typically made to level 2 financial instruments (i) if the financial instrument is subject to transfer restrictions and/or (ii) for other premiums and liquidity discounts that a market participant would require to arrive at fair value. Valuation adjustments are generally based on market evidence.

- Level 3 financial instruments have one or more significant valuation inputs that are not observable. Absent evidence to the contrary, level 3 financial instruments are initially valued at transaction price, which is considered to be the best initial estimate of fair value. Subsequently, the company uses other methodologies to determine fair value, which vary based on the type of instrument. Valuation inputs and assumptions are changed when corroborated by substantive observable evidence, including values realised on sales of financial assets.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)**

**d. Significant unobservable inputs used in Level 3 fair value measurement**

As of 31 December 2019, the company had level 3 financial assets measured at fair value through profit and loss of US\$144.5 million (31 December 2018: US\$147.2 million). The table below presents the ranges of significant unobservable inputs used to value the level 3 financial assets and the related weighted averages.

Level 3 financial assets measured at fair value through the profit and loss	Valuation techniques and significant unobservable inputs	Significant unobservable inputs (where a range, weighted average)	
		As of 31 December 2019	As of 31 December 2018
Equity investments and investment in associate (\$144.5 million and \$147.7 million of level 3 assets as of 31 December 2019 and 31 December 2018, respectively).	Market comparable: • Earnings multiple	8.0x to 11.5x (9.5x)	8.6x to 10.1x (9.1x)

**e. Fair value of financial assets and financial liabilities by level**

The tables below present, by level within the fair value hierarchy, financial assets measured at fair value on a recurring basis.

	As of 31 December 2019			
	Level 1	Level 2	Level 3	Total
	US\$	US\$	US\$	US\$
Equity investments	-	258,494,391	84,907,936	343,402,327
Investment in associate	-	-	59,611,107	59,611,107
Debt investment	-	4,508,110	-	4,508,110
	-	<b>263,002,501</b>	<b>144,519,043</b>	<b>407,521,544</b>

	As of 31 December 2018			
	Level 1	Level 2	Level 3	Total
	US\$	US\$	US\$	US\$
Equity investments	-	245,754,941	79,666,903	325,421,844
Investment in associate	-	-	67,510,649	67,510,649
	-	<b>245,754,941</b>	<b>147,177,552</b>	<b>392,932,493</b>

There were no financial liabilities measured at fair value as at 31 December 2019 and 31 December 2018.

**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)**

**f. Level 3 rollforward**

The table below presents the changes in fair value for all level 3 financial assets. Gains and losses arising on level 3 assets are recognised in the profit and loss account.

	Year ended 31 December 2019	Year ended 31 December 2018
	US\$	US\$
<b>Level 3 financial assets at fair value</b>		
Balance, beginning of year	147,177,552	127,810,480
Purchases	803,357	-
Gains	-	15,205,742
Losses	(9,622,535)	-
Transfers into level 3	6,160,669	4,161,330
<b>Balance, end of year</b>	<b>144,519,043</b>	<b>147,177,552</b>

**g. Fair value of financial assets and financial liabilities valued using techniques that incorporate unobservable inputs**

The fair value of financial assets and financial liabilities may be determined in whole or part using a valuation technique based on assumptions that are not supported by prices from observable market transactions in the same instrument or based on available observable market data and changing these assumptions will change the resultant estimate of fair value.

The potential impact of using reasonable possible alternative assumptions for the valuation, including significant unobservable inputs, has been quantified as of 31 December 2019, as approximately US\$52.0 million (31 December 2018: US\$17.0 million) for favourable changes and US\$26.0 million (31 December 2018: US\$34.0 million) for unfavourable changes.

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

The company has US\$11.7 million (31 December 2018: US\$5.9 million) of current financial assets and US\$12.9 million (31 December 2018: US\$19.6 million) of current financial liabilities that are not measured at fair value. Given the short-term nature of these instruments, their carrying amounts in the balance sheet are a reasonable approximation of fair value.

The company has US\$51.8 million (31 December 2018: US\$76.9 million) of financial assets and US\$323.2 million (31 December 2018: US\$328.0 million) of financial liabilities due after more than one year that are not measured at fair value and relate to long-term intercompany lendings and borrowings. The interest rates associated with such lendings and borrowings are variable in nature and approximate prevailing market interest rates for instruments with similar terms and characteristics. As such, the carrying amounts in the balance sheet are a reasonable approximation of fair value.



**BROAD STREET PRINCIPAL INVESTMENTS UK LTD**

**NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019**

**19. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)**

**i. Maturity of financial liabilities**

The tables below present the undiscounted cash flows of the company's financial liabilities by contractual maturity including interest that will accrue.

	31 December 2019				
	Less than 3 months	3 months to 1 year	1-5 years	5+ years	Total
	US\$	US\$	US\$	US\$	US\$
<b>Financial liabilities</b>					
Creditors: amounts falling due within one year	12,902,521	-	-	-	12,902,521
Creditors: amounts falling due after more than one year	772,585	2,317,754	12,361,357	329,360,379	344,812,075
	<u>13,675,106</u>	<u>2,317,754</u>	<u>12,361,357</u>	<u>329,360,379</u>	<u>357,714,596</u>

	31 December 2018				
	Less than 3 months	3 months to 1 year	1-5 years	5+ years	Total
	US\$	US\$	US\$	US\$	US\$
<b>Financial liabilities</b>					
Creditors: amounts falling due within one year	19,861,984	-	-	-	19,861,984
Creditors: amounts falling due after more than one year	1,018,197	3,054,592	16,291,155	340,866,164	361,230,108
	<u>20,880,181</u>	<u>3,054,592</u>	<u>16,291,155</u>	<u>340,866,164</u>	<u>381,092,092</u>

**20. POST BALANCE SHEET EVENTS**

Since the balance sheet date there has been a global outbreak of a coronavirus disease (COVID-19) which has caused widespread disruption to financial markets and normal patterns of business activity across the world. At the date of signing, the company had not incurred any material financial impact associated to COVID-19 however, in view of its evolving nature it is not currently possible to estimate any potential future financial effects of COVID-19 on the company.