

GS Funding Europe VI Ltd

ANNUAL REPORT

31 DECEMBER 2018



GS FUNDING EUROPE VI LTD

STRATEGIC REPORT

The directors present their strategic report for the 33 week period ended 31 December 2018.

1. Introduction

GS Funding Europe VI Ltd (the company) was incorporated on 14 May 2018. The principal activity of the company is to undertake investment business.

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 33 week period ended 31 December 2018. No comparative information has been presented as this is the first accounting period of the company.

The results for the period are shown in the profit and loss account on page 6. Profit before taxation for the 33 week period ended 31 December 2018 was US\$525.0 million.

The company had total assets of US\$10,692.3 million as at 31 December 2018.

3. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £ / US\$ 1.2743. The average rate for the period was £ / US\$ 1.3033.

4. Future outlook

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

5. Principal risks and uncertainties

The directors do not consider market risk, credit risk or liquidity risk significant to the company. The company is exposed to risk of decline in value of its non-financial assets, primarily investments in subsidiary undertakings. 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 12 of the financial statements.

6. Date of authorisation of issue

The strategic report was authorised for issue by the Board of Directors on 23 July 2019.

ON BEHALF OF THE BOARD



Director

Oliver Bingham

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the 33 week period ended 31 December 2018.

1. Introduction

In accordance with section 414A of the Companies Act 2006, the directors have prepared a strategic report, which contains a review of the company's businesses and a description of the principal risks and uncertainties facing the company. The directors have chosen to make reference to the company's risk management objectives and policies, as well as exposures to market risk, credit risk and liquidity risk in the strategic report, 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 declared and paid an interim dividend of US\$525.0 million. The directors do not recommend the payment of a final dividend in respect of the period.

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 ought to have taken as a director to make himself 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, were appointed in the current period and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

5. Directors

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

Name	Appointed
V. Chima	14 May 2018
O. J. Bingham	14 May 2018
W. T. Gasson	14 May 2018

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

6. Statement of directors' responsibilities

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 period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company for that 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 23 July 2019.

ON BEHALF OF THE BOARD



Director

Oliver Bingham

Independent auditors' report to the members of GS Funding Europe VI Ltd

Report on the audit of the financial statements

Opinion

In our opinion, GS Funding Europe VI Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the 33 week period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the balance sheet as at 31 December 2018; the profit and loss account, the statement of changes in equity for the 33 week period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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

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

Reporting on other information

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

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

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

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

Independent auditors' report to the members of GS Funding Europe VI Ltd

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

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

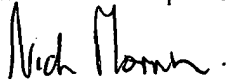
Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



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

20 July 2019

GS Funding Europe VI Ltd

PROFIT AND LOSS ACCOUNT

for the 33 week period ended 31 December 2018

		33 week period ended 31 December 2018
	Note	US\$'000
Income from shares in group undertakings	4	<u>525,000</u>
OPERATING PROFIT AND PROFIT BEFORE TAXATION		525,000
Tax on profit	8	<u>-</u>
PROFIT FOR THE FINANCIAL PERIOD		<u><u>525,000</u></u>

The operating profits of the company are derived from continuing operations in the current period.

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

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

GS Funding Europe VI Ltd

BALANCE SHEET

as at 31 December 2018

		31 December 2018
	Note	US\$'000
FIXED ASSETS		
Investments	9	<u>10,692,288</u>
NET ASSETS		<u>10,692,288</u>
CAPITAL AND RESERVES		
Called up share capital	11	10,692,288
Profit and loss account		<u>-</u>
TOTAL SHAREHOLDER'S FUNDS		<u>10,692,288</u>

The financial statements were approved by the Board of Directors on 23 July 2019 and signed on its behalf by:



Director

Oliver Bingham

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

Company number: 11361166

GS Funding Europe VI Ltd

STATEMENT OF CHANGES IN EQUITY

for the 33 week period ended 31 December 2018

	Called up share capital	Profit and loss account	Total shareholder's funds
Note	US\$'000	US\$'000	US\$'000
Balance at 14 May 2018	-	-	-
Proceeds from shares issued	11 13,106,139	-	13,106,139
Share capital reduction	11 (2,413,851)	-	(2,413,851)
Profit for financial period	-	525,000	525,000
Dividend	10 -	(525,000)	(525,000)
Balance at 31 December 2018	<u>10,692,288</u>	<u>-</u>	<u>10,692,288</u>

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

GS Funding Europe VI Ltd

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

1. GENERAL INFORMATION

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

The immediate parent undertaking as at 31 December 2018 was GS Funding Europe III Ltd, 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/shareholders/.

2. ACCOUNTING POLICIES

a. Basis of Preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the 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(f), 16 and 40A-D;
- (iv) IAS 7 'Statement of Cash Flows';
- (v) IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' paragraphs 30 and 31;
- (vi) IAS 24 'Related Party Disclosures' paragraph 17; and
- (vii) IAS 24 'Related Party Disclosures' requirements to disclose transactions with companies also wholly owned within GS group.

The company is a subsidiary undertaking of Group Inc., a company incorporated within the United States of America, whose consolidated financial statements include the company and are publicly available. As a result the company has elected not to prepare consolidated financial statements as permitted by section 401 of the Companies Act 2006.

b. 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 shareholders. Interim equity dividends are recognised and deducted from equity when paid.

GS Funding Europe VI Ltd

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

2. ACCOUNTING POLICIES (continued)

c. Foreign currencies

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

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

d. Fixed asset investments

Fixed asset investments comprises investments in subsidiary undertakings and is stated at cost less provision for any impairment. Dividends receivable are recognised when the right to receive payment has been established.

e. Current and deferred tax

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 assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which future reversal of the underlying temporary differences can be deducted.
- (ii) Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

4. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	33 week period ended 31 December 2018
	US\$'000
Income from shares in group undertakings	<u>525,000</u>

5. AUDITORS' REMUNERATION

The auditors' remuneration for the period of £8,000 (US\$10,426) has been borne by a fellow group undertaking.

GS Funding Europe VI Ltd

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

6. STAFF COSTS

The company has no employees. All persons involved in the company's operations are employed by group undertakings and no costs are borne by the company.

7. DIRECTORS' EMOLUMENTS

The directors did not receive any remuneration from the company in the current period 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 and not re-charged. The directors do not consider that more than a trivial amount of their remuneration relates to the qualifying services provided to the company.

8. TAX ON PROFIT

**33 week period ended
31 December 2018
US\$'000**

Current tax:

U.K. corporation tax

-

The table below presents a reconciliation between tax on profit and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the period of 19.00% to the profit before taxation:

**33 week period ended
31 December 2018
US\$'000**

Profit before taxation

525,000

Profit multiplied by the weighted average rate in the U.K. of 19.00%

99,750

Permanent differences

(99,750)

Total tax on profit

-

GS Funding Europe VI Ltd

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

9. FIXED ASSET INVESTMENTS

Fixed asset investments, which are unlisted and stated at cost less provision for any impairment, comprises investments in subsidiary undertakings:

	Cost and net book value
	US\$'000
14 May 2018	-
Additions	13,106,139
Disposal	(2,413,851)
At 31 December 2018	10,692,288

On 5 June 2018, the company acquired 528,343 ordinary shares of £0.01 each and 640,633 redeemable shares of £0.01 each in the capital of GS Funding Europe and 2,530,066 ordinary shares of US\$0.01 each in the capital of GS Funding Europe II Ltd from GS Funding Europe III Ltd, the parent undertaking, in return for the issuance of 13,106,138,778 ordinary shares of US\$1 each (see note 10).

On 7 December 2018, GS Funding Europe II Ltd repurchased 1,202,679 shares registered in the name of the company for a consideration of US\$2,413.9 million. No profit or loss on disposal was recognised.

The subsidiaries, over which the company exercises control via ordinary shares held directly by the company at the period end, are:

Name of company	Nature of business	Proportion of nominal value held	Class of shares held
GS Funding Europe ¹	Investment company	100%	Ordinary shares
		100%	Mandatorily redeemable shares
GS Funding Europe II Ltd ²	Investment company	25%	Ordinary shares

The subsidiaries, over which the company exercises control via ordinary shares held by subsidiary undertakings at the period end, are:

Name of company	Nature of business	Proportion of nominal value held	Class of shares held
GS Funding Europe I Ltd ²	Investment company	100%	Ordinary shares
		100%	Redeemable ordinary shares
GS Funding Europe II Ltd ²	Investment company	75%	Ordinary shares
GS Funding Europe V Ltd ¹	Investment company	100%	Ordinary shares

Registered office address at:

¹Peterborough Court, 133 Fleet Street, London, EC4V 2BB, United Kingdom

²P.O. Box 309, Uglan House, South Church Street, George Town, KY1-1104, Cayman Islands

GS Funding Europe VI Ltd

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

10. DIVIDEND PAID

	31 December 2018	
	US\$'000	
Interim dividend paid		<u>525,000</u>

11. CALLED UP SHARE CAPITAL

At 31 December 2018 called up share capital comprised:

	31 December 2018	
	No.	US\$'000
<u>Allotted, issued and fully paid</u>		
Ordinary shares of US\$1 each	10,692,288,252	<u>10,692,288</u>
		<u>10,692,288</u>

On 5 June 2018, the company issued 13,106,138,778 ordinary shares of US\$1 each to GS Funding Europe III Ltd.

On 7 December 2018, the company cancelled 2,413,850,526 ordinary shares of US\$1 each held by GS Funding Europe III Ltd for a total consideration of US\$2,413,850,526.

12. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments and contingencies outstanding at the period end.

13. 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 company, as part of a global group, adheres to global risk management policies and procedures. The directors do not consider market risk, credit risk or liquidity risk significant to the company.