Company Number: 11373903

AGLQ HOLDINGS (UK) LTD

ANNUAL REPORT

FOR THE 31 WEEK PERIOD FROM 1 JUNE 2019 TO 31 DECEMBER 2019

STRATEGIC REPORT

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

1. Introduction

The principal activity of AGLQ Holdings (UK) Ltd (the company) is to undertake investment business. In November 2019, the company began its operations and as at the period end, holds an equity investment.

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 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 31 week period ended 31 December 2019. Comparative information has been presented for the 54 week period ended 31 May 2019.

The accounting period of the company has been changed to 31 December and accordingly the financials have been prepared till 31 December 2019 for the current period.

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

The results for the period are shown in the profit and loss account on page 8. Profit before taxation for the 31 week period ended 31 December 2019 was US$0.14 million (54 week period ended 31 May 2019: US$nil). The company had total assets of US$5.99 million (31 May 2019: US$1) and total liabilities of US$5.85 million as at 31 December 2019 (31 May 2019: US$nil).

3. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £/US$1.3265 (31 May 2019: £/US$ 1.2634). The average rate for the 31 week period ended 31 December 2019 was £/US$1.3096 (54 week period ended 31 May 2019: £/US$1.2866).

4. Future outlook and going concern

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.

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.

STRATEGIC REPORT (continued)

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 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 16 of the financial statements.

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.

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 26 June 2020.

ON BEHALF OF THE BOARD

Jeremy A Wiltshire
Director

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the 31 week period 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, in accordance with section 414C (11) of the Companies Act 2006, that would otherwise have been reported in the directors' report. The directors have also chosen to make reference to the requirements of Section 172(1) in the strategic report in accordance with section 414C(11).

2. Dividends

The directors do not recommend the payment of a dividend in respect of the 31 week period ended 31 December 2019 (54 week period ended 31 May 2019: 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 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, 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	Resigned
Thomas Hilger	01 July 2019	13 December 2019
Moritz Jobke	01 July 2019	13 December 2019
Jeremy A Wiltshire		
Piers Curle		
Thomas Gasson		
Richard Thomas		

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

DIRECTORS' REPORT (continued)

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 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 26 June 2020.

ON BEHALF OF THE BOARD

Jeremy A Wiltshire
Director

Independent auditors' report to the members of AGLQ Holdings (UK) Ltd

Report on the audit of the financial statements

Opinion

In our opinion, AGLQ Holdings (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 31 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 2019; the Profit and Loss Account, the Statement of Changes in Equity for the 31 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 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

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 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 Directors' Responsibilities, 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.

Other matter

The financial statements for the period ended 31 May 2019, forming the corresponding figures of the financial statements for the 31 week period ended 31 December 2019, are unaudited.

Mike Wallace

Mike Wallace (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
26 June 2020

PROFIT AND LOSS ACCOUNT

for the 31 week period ended 31 December 2019

	Note	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Net revenues	4	163,161	-
Interest payable and similar expenses	5	(3,258)	-
Administrative expenses	6	(24,006)	-
PROFIT BEFORE TAXATION		**135,897**	-
Tax credit on profit	9	5,368	-
PROFIT FOR THE FINANCIAL PERIOD		**141,265**	-

The operating profits of the company are derived from continuing operations in the current period and there were no activities in the prior period as company remained dormant.

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

The accompanying notes are an integral part of these financial statements

BALANCE SHEET

as at 31 December 2019

	Note	31 December 2019 US$	31 May 2019 US$
CURRENT ASSETS			
Investments	10	3,073,086	-
Debtors: Amounts falling due within one year	11	2,915,296	1
		5,988,382	**1**
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	(2,933,920)	-
NET CURRENT ASSETS		**3,054,462**	**1**
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(2,913,196)	-
NET ASSETS		**141,266**	**1**
CAPITAL AND RESERVES			
Called up share capital	14	1	1
Profit and loss account		141,265	-
TOTAL SHAREHOLDER'S FUNDS		**141,266**	**1**

The financial statements were approved by the Board of Directors on 26 June 2020 and signed on its behalf by:

Jeremy A Wiltshire

Director

The accompanying notes are an integral part of these financial statements.
Company Number: 11373903

STATEMENT OF CHANGES IN EQUITY

for the 31 week period ended 31 December 2019

	Note	Called up share capital US$	Profit and loss account US$	Total shareholder's funds US$
Balance at 21 May 2018		1	-	1
Balance at 31 May 2019		1	-	1
Profit for the financial period		-	141,265	141,265
Balance at 31 December 2019	14	**1**	**141,265**	**141,266**

No Dividends were paid in both periods.

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

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 AGLQ International Holdings Ltd., a company incorporated and domiciled in Jersey.

The ultimate parent undertaking and the parent company of largest group for which consolidated financial statements are prepared is The Goldman Sachs Group, Inc., ("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.

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 periods presented, unless otherwise stated.

a. Basis of preparation

These financial statements have been prepared on the going concern basis, under the historical cost convention (modified as explained in note 2e) 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) 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.

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. This includes net revenues from equity investments.

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

2. **ACCOUNTING POLICIES (continued)**

c. Dividends

Final 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 measured at fair value, 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. Financial assets and financial liabilities

(i) Recognition and derecognition

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or if the company transfers the financial asset and the transfer qualifies for derecognition. A transferred financial asset qualifies for derecognition if the company transfers substantially all the risks and rewards of ownership of the financial asset or 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 and financial liabilities comprise all of the company's creditors (with the exception of deferred tax liabilities/assets).

- **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.

2. ACCOUNTING POLICIES (continued)

e. Financial assets and financial liabilities (continued)

(ii) Classification and measurement (continued)

- **Financial assets mandatorily measured at fair value through profit or loss**

  Financial assets that do not meet the criteria for amortised cost are mandatorily 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.

- **Financial liabilities designated at fair value through profit or loss**

  Financial liabilities designated at fair value through profit or loss comprise intercompany financing arrangements. The company has recognised the intercompany multi – currency arrangements at fair value where the arrangements contain embedded foreign exchange features. Financial liabilities designated at fair value through profit or loss are initially measured at fair value with transaction costs expensed in profit or loss. They are measured in the balance sheet at fair value and all subsequent gains or losses are recognised in the profit or 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.

(iii) Offsetting financial assets and liabilities

Financial assets and 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.

f. 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 the future reversal of the underlying temporary differences can be deducted.

2. **ACCOUNTING POLICIES (continued)**

f. Current and deferred tax (continued)

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

g. Share capital

Ordinary share capital is classified as equity. Mandatory redeemable ordinary shares are classified as liability and measured at amortised cost (see note 2(e)(ii)).

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

4. **NET REVENUES**

	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Net revenues from equity investments	163,161	-
	163,161	-

5. **INTEREST PAYABLE AND SIMILAR EXPENSES**

	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Interest on loan from group undertaking	3,258	-
	3,258	-

6. **ADMINISTRATIVE EXPENSES**

	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Foreign exchange losses	10	-
Management fees charged by group undertaking (see note 7)	23,996	-
	24,006	-

The auditors' remuneration for the audit of the financial statements for the current period of £13,000 (US$17,245) (54 week period ended 31 May 2019: US$nil)) has been borne by a group undertaking.

7. STAFF COSTS

As in the prior period, the company has no employees. All persons involved in the company's operations are employed by group undertaking. For the 31 week period ended 31 December 2019, the charges made by these group undertakings for all services provided to the company are included in management fees charged by group undertaking (see note 6). For the 54 week period ended 31 May 2019, no charges were borne by the company, as the company was dormant.

8. DIRECTORS' EMOLUMENTS

The directors did not receive any remuneration from the company in the current or prior 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 an incidental amount of their remuneration relates to the qualifying services provided to the company.

9. TAX ON PROFIT

	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Current tax:		
U.K.Corporation tax credit	(5,368)	-
Total current tax credit	**(5,368)**	-

The table below presents a reconciliation between tax on profit and the profit multiplied by the weighted average rate in the U.K. corporation tax applicable to the company for the 31 week period ended 31 December 2019 of 19% (54 week period ended 31 May 2019: 19%) to the profit before taxation.

	31 week period ended 31 December 2019 US$	54 week period ended 31 May 2019 US$
Profit before taxation	135,897	-
Profit multiplied by the weighted average rate in the U.K. of 19.00% (31 May 2019: 19.00%)	25,820	-
Permanent differences	(31,000)	-
Exchange differences and other	(188)	
Total current tax credit	**(5,368)**	-

10. CURRENT ASSET INVESTMENTS

	31 December 2019 US$	31 May 2019 US$
Equity investments	3,073,086	-
	3,073,086	-

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2019 US$	31 May 2019 US$
Amounts due from group undertaking	2,909,925	-
Group relief receivable	5,371	-
	2,915,296	-

Amounts due from group undertaking represents US$2,909,925 (31 May 2019: US$nil) of cash held on account by a fellow group undertaking.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2019 US$	31 May 2019 US$
Amounts due to group undertaking	23,996	-
Amounts due to parent undertaking	2,909,924	-
	2,933,920	-

Amounts due to parent undertaking represents 2,591,345 redeemable ordinary shares of €1 each, issued on 16 December 2019 for a total consideration of US$2,909,924 by the Company to its parent undertaking. These shares are deemed liabilities (see note 14) and are mandatorily redeemable at par, at the earlier of, 90 days from when the parent undertaking demands repayment or 15 December 2039.

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

	31 December 2019 US$	31 May 2019 US$
Long term loan payable to group undertaking	2,913,196	-
	2,913,196	-

Long term loan payable to group undertaking represents a loan advanced by Group Inc., under the terms of a loan agreement dated 19 November 2019. The loan is unsecured and carries interest at a variable margin over the applicable currency's overnight interest rate and is repayable on 18 January 2038. The loan represents a multi-currency facility which is recognised at fair value.

14. CALLED UP SHARE CAPITAL

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

	31 December 2019		31 May 2019	
	No.	US$	No.	US$
Allotted, called up and fully paid				
Ordinary shares of US$1 each	1	1	1	1
Redeemable shares of €1 each	2,591,345	2,909,924	-	-
		2,909,925		**1**
Redeemable shares of €1 each deemed liabilities (see note 12)		(2,909,924)		-
		1		**1**

15. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments and contingencies outstanding at the period end (31 May 2019: US$nil).

16. 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 and all other variables were held constant, the company's profit before taxation for the 31 week period ended 31 December 2019 would have remained significantly unchanged (54 week period ended 31 May 2019: US$nil). This has been determined by assuming that the company's exposure to interest rate risk at balance sheet date was consistent for the whole period.

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 exposure to other currencies (31 May 2019: US$nil).

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

Equity price risk arises from exposures to changes in prices and 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 31 week period ended 31 December 2019 would increase/decrease by US$0.3 million (54 week period ended 31 May 2019: US$nil) as a result of the changes in fair value.

In addition to applying business judgement, senior management uses a number of quantitative tools to manage the company's exposure to market risk for financial instruments. These tools include risk limits based on a summary measure of market risk exposure referred to as Value-at-Risk (VaR) which are updated and monitored on a daily basis.

16. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT (continued)

b. Credit risk

Credit risk represents the potential for loss due to the default or deterioration in 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 May 2019. The company's credit exposures are described further below:

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 May 2019: US$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.

17. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

a. Financial assets and financial liabilities by category

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

	31 December 2019			
Financial assets	**Mandatorily at fair value US$**	**Designated at fair value US$**	**Amortised cost US$**	**Total US$**
Investments	3,073,086	-	-	3,073,086
Debtors: amounts falling due within one year	-	-	2,915,296	2,915,296
	3,073,086	**-**	**2,915,296**	**5,988,382**

Financial liabilities	**Held for trading US$**	**Designated at fair value US$**	**Amortised cost US$**	**Total US$**
Creditors: amounts falling due within one year	-	-	2,933,920	2,933,920
Creditors: amounts falling due after more than one year	-	2,913,196	-	2,913,196
	-	**2,913,196**	**2,933,920**	**5,847,116**

As at 31 May 2019, Debtors: amount falling due within one year of US$1 was carried at amortised cost. There were no financial liabilities as at 31 May 2019.

17. 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

Equity investments

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 input that are not observable. Absent evidence to the contrary, level 3 cash 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 reasonable evidence, including values realised on sales of financial assets.

17. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

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

As of 31 December 2019 and 31 May 2019, the company had no level 3 financial assets and financial liabilities.

e. Fair value of financial assets and liabilities by level

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

	As of 31 December 2019			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets at fair value	**US$**	**US$**	**US$**	**US$**
Equity investments	-	3,073,086	-	3,073,086
Total financial assets at fair value	-	**3,073,086**	-	**3,073,086**

	As of 31 December 2019			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial liabilities at fair value	**US$**	**US$**	**US$**	**US$**
Long term loan payable to group undertaking	-	2,913,196	-	2,913,196
Total financial liabilities at fair value	-	**2,913,196**	-	**2,913,196**

There were no financial assets and liabilities at fair value as at 31 May 2019.

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

As of 31 December 2019 and 31 May 2019, the company had no level 3 financial assets and financial liabilities. Accordingly the amounts determined at initial recognition using valuation techniques, and the potential impact of using reasonable possible alternative assumptions have not been disclosed.

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

The company has US$2.9 million (31 May 2019: US$1) of current financial assets and US$2.9 million (31 May 2019: US$nil) 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.

17. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

h. Maturity of financial liabilities

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

	31 December 2019					
Financial liabilities	**Less than 1 month US$**	**1-3 months US$**	**3 months to 1 year US$**	**1-5 years US$**	**5+ years US$**	**Total US$**
Creditors: amounts falling due within one year	23,996	-	2,909,924	-	-	2,933,920
Creditors: amounts falling due after more than one year	-	-	-	-	3,400,512	3,400,512
	23,996	**-**	**2,909,924**	**-**	**3,400,512**	**6,334,432**

18. 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.