

Company Number: 06409661

ELQ INVESTORS III LTD

ANNUAL REPORT

31 DECEMBER 2016

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ELQ INVESTORS III LTD

DIRECTORS' REPORT

The directors present their report and the audited financial statements of ELQ Investors III Ltd ('the company') for the year ended 31 December 2016. A strategic report has not been prepared as the company is entitled to the small companies exemption under section 414B of the Companies Act 2006.

1. Introduction

The principal activity of the company was to hold investments in senior bank debt and loans. All the remaining investments were sold in prior year to third parties. The company will continue to undertake investment business and review new opportunities.

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 ('Federal Reserve Board'). Group Inc., together with its consolidated subsidiaries form 'the group'. The 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. 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 2016. Comparative information has been presented for the year ended 31 December 2015.

The results for the year are shown in the profit and loss account on page 6. Loss before taxation for the year was US\$(2.1) million (year ended 31 December 2015: profit of US\$18.3 million). The company has total assets of US\$53.8 million (31 December 2015: US\$144.1 million).

3. Post balance sheet events

Subsequent to year end, the following events took place:

In January 2017, 1,717,062 ordinary shares of USD 1.00 each, 8,288,555 ordinary shares of GBP 1.00 each, 11,362,897 ordinary shares of EUR 1.00 each, and 22,581,436 ordinary shares of SEK 1.00 each were cancelled as part of share capital reduction. As a result, the company's share capital reduced from US\$32,621,356 to US\$1,000.

During February 2017, the company's parent changed to Fair Zero sarl as part of a group reorganisation.

In February and March 2017, the company issued 372,639,845 ordinary shares of USD 1.00 each to its parent undertaking. This has increased the company's share capital from US\$1,000 to US\$ 372,640,845.

4. Future outlook

The directors consider that the year end financial position of the company was satisfactory and continue to review new opportunities for the future.

5. Dividends

The directors do not recommend the payment of a dividend in respect of the year (31 December 2015: US\$nil).

6. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £ / US\$1.2337 (31 December 2015: 1.4732). The average rate for the year was £ / US\$ 1.3439 (year ended 31 December 2015: 1.5252).

ELQ INVESTORS III LTD

REPORT OF THE DIRECTORS (continued)

7. Financial risk management

The company's risk management objectives and policies, as well as its risk exposures, are described in note 17 of the financial statements.

8. Disclosure of information to auditors

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

- so far as 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.

9. Independent auditors

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

10. Directors

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

Name	Appointed	Resigned
T. Cannell		24 February 2017
M. Holmes		23 June 2017
B. Cabiallavetta		24 February 2017
G. G. Olafson		
N. Somaiya		24 February 2017
J. A. Wiltshire		
V. S. Chima	8 May 2017	
P. Curle	8 May 2017	
W. T. Gasson	8 May 2017	

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

ELQ INVESTORS III LTD

REPORT OF THE DIRECTORS (continued)

11. Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulators. Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year 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.

12. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on *6 July 2017*

BY ORDER OF THE BOARD



Director

Piers Cawte

Independent auditors' report to the members of ELQ Investors III Ltd

Report on the financial statements

Our opinion

In our opinion, ELQ Investors III Ltd's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Balance Sheet as at 31 December 2016;
- the Profit and Loss Account for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Report of the Directors. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of ELQ Investors III Ltd

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Report of the Directors, we consider whether those reports include the disclosures required by applicable legal requirements.

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

6 July 2017

ELQ INVESTORS III LTD

PROFIT AND LOSS ACCOUNT

for the year ended 31 DECEMBER 2016

		Year Ended 31 December 2016	Year Ended 31 December 2015
	Note	US\$	US\$
Net revenues	5	-	19,472,582
Administrative (expenses)/income	6	(1,982,646)	998,380
Interest payable and similar expenses	7	(135,901)	(2,202,906)
(LOSS) / PROFIT BEFORE TAXATION		(2,118,547)	18,268,056
Tax on (loss) / profit	10	94,615	(2,098,428)
(LOSS) / PROFIT FOR THE FINANCIAL YEAR		(2,023,932)	16,169,628

The (loss) / profit of the company is derived from continuing operations in the current and prior years.

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

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

ELQ INVESTORS III LTD

BALANCE SHEET as at 31 DECEMBER 2016

	Note	31 December 2016 US\$	31 December 2015 US\$
CURRENT ASSETS			
Debtors	12	742,806	207,383
Cash at bank and in hand		53,053,082	143,892,741
		<u>53,795,888</u>	<u>144,100,124</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	13	-	(18,093,138)
		<u>53,795,888</u>	<u>126,006,986</u>
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	14	-	(70,175,067)
PROVISIONS FOR LIABILITIES	11	(69,777)	(81,876)
		<u>53,726,111</u>	<u>55,750,043</u>
NET ASSETS			
CAPITAL AND RESERVES			
Called up share capital	15	32,621,356	32,621,356
Profit and loss account		21,104,755	23,128,687
TOTAL SHAREHOLDER'S FUNDS		<u>53,726,111</u>	<u>55,750,043</u>

The financial statements were approved by the Board of Directors on *6 July 2017* and signed on its behalf by:



Director

Piers Cole

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

Company number: 6409661

ELQ INVESTORS III LTD

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2016

	Called up share capital	Profit and loss account	Total shareholder's funds
	US\$	US\$	US\$
Balance at 1 January 2015	32,621,356	6,959,059	39,580,415
Profit for the financial year	-	16,169,628	16,169,628
Balance at 31 December 2015	32,621,356	23,128,687	55,750,043
Loss for the financial year	-	(2,023,932)	(2,023,932)
Balance at 31 December 2016	<u>32,621,356</u>	<u>21,104,755</u>	<u>53,726,111</u>

No dividends were paid in 2016 and 2015.

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

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

1. GENERAL INFORMATION

The company is a limited liability 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 is ELQ Holdings (UK) Ltd, a company incorporated and domiciled in England and Wales. As a result of the subsequent events (see note 19), the company's immediate parent undertaking changed to Fair Zero Sarl, a company incorporated and domiciled in Luxembourg.

The ultimate parent undertaking and the parent company of the 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 (modified as explained in note 2e), and in accordance with 'FRS 101 Reduced Disclosure Framework' (FRS101) 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 the group.

b. Foreign currencies

The company's financial statements are presented in the 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 (loss)/profit before taxation.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

2. ACCOUNTING POLICIES (continued)

c. Revenue recognition

Net revenues have been disclosed instead of turnover as this more meaningfully reflects the nature and results of the company's activities. The revenues are derived from debt investments in the prior year.

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

d. Cash at bank and in hand

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

e. Financial assets and liabilities

(i) Recognition and derecognition

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or if the company transfers the financial asset and substantially all the risks and rewards of ownership of that financial asset. A financial liability is derecognised only when it is 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 tax liabilities).

The company classifies its financial assets and financial liabilities as loans and receivables and financial liabilities measured at amortised cost, respectively. The classification, which is determined at initial recognition, depends on the purpose for which they were acquired or originated.

Loans and receivables and financial liabilities measured at amortised cost are initially recognised at fair value and are subsequently remeasured at amortised cost, with finance income and expense recognised on an accruals basis. All finance income and expense is recognised in the profit and loss account.

(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.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

2. ACCOUNTING POLICIES (continued)

f. Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account.

Current tax is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all temporary differences that have originated, but not reversed at the balance sheet date, where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future or a right to pay less tax in the future with the following exceptions:

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

g. 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.

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.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

4. SEGMENTAL REPORTING

The directors manage the company's activities as a single business in the same geographical region, and accordingly no segmental analysis has been provided.

5. NET REVENUES

	Year Ended 31 December 2016	Year Ended 31 December 2015
	US\$	US\$
Net revenues from debt investments	-	19,472,582

6. ADMINISTRATIVE (EXPENSES) / INCOME

	Year Ended 31 December 2016	Year Ended 31 December 2015
	US\$	US\$
Foreign exchange (losses)/gains	(1,982,036)	997,387
Bank charges	(761)	-
Other income	151	993
	(1,982,646)	998,380

The auditors' remuneration for the current year of US\$6,720 (2015: US\$19,828) has been borne by a group undertaking.

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year Ended 31 December 2016	Year Ended 31 December 2015
	US\$	US\$
Interest on third party loan	73,295	2,044,626
Interest on loans from group undertakings	27,114	131,552
Other interest expense	35,492	26,728
	135,901	2,202,906

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 and no costs are borne by the company.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

9. DIRECTORS' EMOLUMENTS

	Year Ended 31 December 2016	Year Ended 31 December 2015
	US\$	US\$
Directors		
Aggregate emoluments	7,920	8,116
Company pension contributions to money purchase schemes	55	37
	7,975	8,153

In accordance with the Companies Act 2006, directors' emoluments above represent the proportion of total emoluments paid or payable in respect of qualifying services only. This total only includes the value of cash and benefits in kind, and does not include the value of equity awards in accordance with the provision of schedule 5 of Statutory Instrument 2008/410. Directors also receive emoluments for non-qualifying services which are not required to be disclosed.

All directors were members of a defined contribution pension scheme and five directors were members of a defined benefit pension scheme during the year. All directors have received or are due receipt of Group Inc. shares under a long term incentive scheme during the year. No directors have exercised options during the year.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

10. TAX ON (LOSS) / PROFIT

	Year Ended	Year Ended
	31 December 2016	31 December 2015
	US\$	US\$
Current tax:		
UK corporation tax	(422,449)	3,789,472
Adjustments in respect of prior periods	339,933	(1,675,036)
Total current tax	(82,516)	2,114,436
Deferred tax:		
Origination and reversal of temporary differences	(9,778)	(9,898)
Effect of reduced U.K. corporate tax rates	(2,321)	(6,110)
Total deferred tax	(12,099)	(16,008)
Total tax on (loss)/profit	(94,615)	2,098,428

The table below presents a reconciliation between tax on (loss)/profit and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 20% (2015: 20.25%) to the (loss)/profit before taxation.

	Year Ended	Year Ended
	31 December 2016	31 December 2015
	US\$	US\$
(Loss)/profit before taxation	(2,118,547)	18,268,056
(Loss)/profit multiplied by the weighted average rate in the U.K. of 20.00% (2015: 20.25%)	(423,710)	3,698,656
Exchange and other differences	(8,517)	80,918
Effect of decreased tax rate on opening asset	(2,321)	(6,110)
Adjustments in respect of prior periods	339,933	(1,675,036)
Total tax charge on (loss)/profit	(94,615)	2,098,428

11. DEFERRED TAX

	31 December 2016	31 December 2015
	US\$	US\$
Deferred tax liability comprises		
Timing differences in respect of debt investments	69,777	81,876
	US\$	
The movements in the deferred tax balance were as follows:		
At 1 January 2016	81,876	
Transfer to the profit and loss account for the year (see note 10)	(12,099)	
At 31 December 2016	69,777	

The deferred tax balance as at 31 December 2016 will be transferred to the profit and loss account over a period of 8 years.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

12. DEBTORS

	31 December 2016	31 December 2015
	US\$	US\$
Amounts due from group undertaking	473	207,383
Group relief receivable	742,333	-
	742,806	207,383

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2016	31 December 2015
	US\$	US\$
Accrued interest due to third party	-	465,862
Amounts due to group undertakings	-	13,932,680
Group relief payable	-	845,815
Corporation tax payable	-	2,848,781
	-	18,093,138

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

	31 December 2016	31 December 2015
	US\$	US\$
Long-term loan due to third party	-	68,947,979
Long-term loan due to group undertaking	-	1,227,088
	-	70,175,067

The long-term loan due to group undertaking relates to borrowings under multi-currency overnight facilities. The facility is a forty-nine year facility with a final maturity of January 2061 and allows for repayment during the term. Interest is accrued on the facility in accordance with the policy of the group on intercompany loans. The interest accrued during the year is within a range of 0.05% to 4.3% (2015: 1.5% to 4.4%) depending on the currency of the borrowing.

The long-term loan due to third party relates to a multi-currency loan facility used to finance the company's assets. The facility is a ten year facility with a final maturity of October 2021 and interest accrues at 3-month Libor plus the appropriate spread, according to the underlying asset and currency of borrowing.

The long-term loans were fully repaid in 2016.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

15. CALLED UP SHARE CAPITAL

At 31 December 2016 and 31 December 2015 share capital comprised:

	31 December 2016		31 December 2015	
	No.	US\$	No.	US\$
<u>Allotted, called up and fully paid</u>				
Ordinary shares of GBP 1 each	8,288,555	12,841,908	8,288,555	12,841,908
Ordinary shares of EUR 1 each	11,362,897	14,759,636	11,362,897	14,759,636
Ordinary shares of SEK 1 each	22,581,436	3,301,750	22,581,436	3,301,750
Ordinary shares of USD 1 each	1,718,062	1,718,062	1,718,062	1,718,062
		<u>32,621,356</u>		<u>32,621,356</u>

Share capital issued is translated at the historic rates prevailing at the date of issuance.

16. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments and contingencies outstanding at the year end (31 December 2015: US\$nil).

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

17. FINANCIAL RISK 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 (see note 15) 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 and currency risk.

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

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

The company manages its interest rate and currency risk as part of the group's risk management policy.

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 maximum exposure to credit risk is equivalent to the carrying value of its financial assets as at 31 December 2016 and 31 December 2015.

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 the group's comprehensive and conservative set of liquidity and funding policies to address both company specific and broader industry or market liquidity events.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2016

18. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

a. Financial Assets and Financial Liabilities by Category

The company does not have any financial assets and financial liabilities at fair value as at 31 December 2016 (31 December 2015: US\$nil).

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

The company has US\$53.1 million (31 December 2015: US\$144.1 million) of current financial assets and US\$nil (31 December 2015: US\$15.2 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 had US\$nil (2015: US\$70.2 million) of financial liabilities that were due after more than one year, that were not measured at fair value and relate to long-term borrowings with third party and intercompany. Both the third party and intercompany loans were repaid during the year.

c. Maturity of financial liabilities

The company has US\$nil financial liabilities at balance sheet date. The tables below present the undiscounted cash flows of the company's financial liabilities in the prior year by contractual maturity including interest that will accrue.

	31 December 2015					Total US\$
	Less than three months US\$	More than three months but less than one year US\$	More than one year but less than five years US\$	Greater than five years US\$	US\$	
Financial liabilities						
Accrued interest due to third party	465,862	-	-	-	465,862	
Amounts due to group undertakings	13,932,680	-	-	-	13,932,680	
Group relief payable	845,815	-	-	-	845,815	
Long term loan due to third party	69,031,046	-	-	-	69,031,046	
Long term loan due to parent undertaking	-	126,170	630,851	6,273,897	7,030,918	
	84,275,403	126,170	630,851	6,273,897	91,306,321	

19. POST BALANCE SHEET EVENTS

Subsequent to year end, the following events took place:

In January 2017, 1,717,062 ordinary shares of USD 1.00 each, 8,288,555 ordinary shares of GBP 1.00 each, 11,362,897 ordinary shares of EUR 1.00 each, and 22,581,436 ordinary shares of SEK 1.00 each were cancelled as part of share capital reduction. As a result, the company's share capital reduced from US\$32,621,356 to US\$1,000.

During February 2017, the company's parent changed to Fair Zero sarl as part of a group reorganisation.

In February and March 2017, the company issued 372,639,845 ordinary shares of USD 1.00 each to its parent undertaking. This has increased the company's share capital from US\$1,000 to US\$ 372,640,845.