

ELQ INVESTORS III LTD

ANNUAL REPORT

31 DECEMBER 2018



ELQ INVESTORS III LTD

STRATEGIC REPORT

The directors present their strategic report for the year ended 31 December 2018.

1. Introduction

The principal activity of ELQ Investors III Ltd (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 leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals.

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

2. Financial overview

The financial statements have been drawn up for the year ended 31 December 2018. Comparative information has been presented for the year ended 31 December 2017.

The results for the year are shown in the profit and loss account on page 8. Profit before taxation for the year ended 31 December 2018 was US\$ 30.6 million (31 December 2017: profit of US\$ 13.1 million). The company had total assets of US\$ 473.9 million (31 December 2017: US\$ 437.2 million).

3. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £ / US\$ 1.2743 (31 December 2017: £ / US\$ 1.3524). The average rate for the year was £ / US\$ 1.3297 (31 December 2017: £ / US\$ 1.3020).

4. Future outlook

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

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, as part of a global group, adheres to global risk management policies and procedures.

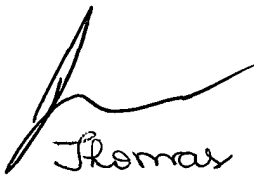
ELQ INVESTORS III LTD

STRATEGIC REPORT (continued)

6. Date of authorisation of issue

The strategic report was authorised for issue by the Board of directors on 28 June 2019.

ON BEHALF OF THE BOARD


Director
Thomas Gossen

ELQ INVESTORS III LTD

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year 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 do not recommend the payment of a final dividend in respect of the year (31 December 2017: US\$ 52,615,206).

3. Disclosure of information to auditors

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

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

4. Independent auditors

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

5. Directors

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

Name	Appointed	Resigned
G. G. Olafson		4 October 2018
J. A. Wiltshire		
V. S. Chima		
P. Curle		
W. T. Gasson		

No director had, at the year 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 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;

ELQ INVESTORS III LTD

DIRECTORS' REPORT (continued)

Statement of directors' responsibilities (continued)

- 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 directors on *28 June 2019*

ON BEHALF OF THE BOARD



Director

Thomas Gaxson

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

Report on the audit of the financial statements

Opinion

In our opinion, ELQ Investors III 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 year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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

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 year 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.

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

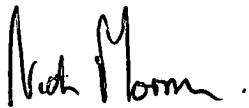
Other required reporting

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

28 June 2019

ELQ INVESTORS III LTD

PROFIT AND LOSS ACCOUNT

for the year ended 31 DECEMBER 2018

		Year ended 31 December 2018	Year ended 31 December 2017
	Note	US\$	US\$
Net revenues	4	20,688,925	9,110,555
Interest receivable and similar income	5	13,611,193	8,830,274
Interest payable and similar expenses	6	(3,644,813)	(4,587,443)
Administrative expenses	7	(48,877)	(257,595)
PROFIT BEFORE TAXATION		30,606,428	13,095,791
Tax on profit	10	(1,958,952)	(769,168)
PROFIT FOR THE FINANCIAL YEAR		28,647,476	12,326,623

The profits of the company are derived from continuing operations in the current and prior years.

The company has no recognised gains and losses other than those included in the profit and loss account for the years shown above and therefore no separate statement of 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 2018

	Note	31 December 2018 US\$	31 December 2017 US\$
CURRENT ASSETS			
Investments	12	80,592,219	79,990,562
Debtors: Amounts falling due within one year	13	4,949,048	9,974,845
Debtors: Amounts falling due after more than one year	14	383,157,421	346,836,418
Cash at bank and in hand		5,211,263	443,275
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
	15	(8,965,332)	(5,659,328)
NET CURRENT ASSETS			
		464,944,619	431,585,772
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR			
	16	(50,168,690)	(45,448,032)
PROVISIONS FOR LIABILITIES			
	11	(51,080)	(60,367)
NET ASSETS			
		414,724,849	386,077,373
CAPITAL AND RESERVES			
Called up share capital	17	372,640,845	372,640,845
Profit and loss account		42,084,004	13,436,528
TOTAL SHAREHOLDER'S FUNDS			
		414,724,849	386,077,373

The financial statements were approved by the Board of Directors on 28 June 2019 and signed on its behalf by:


Director
Thomas Gassen

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 2018

		Called up share capital	Other Reserves	Profit and loss account	Total shareholder's funds
	Note	US\$	US\$	US\$	US\$
Balance at 1 January 2017		32,621,356	-	21,104,755	53,726,111
Profit for the financial year		-	-	12,326,623	12,326,623
Share capital reduction	18	(32,620,356)	32,620,356	-	-
Proceeds from shares issued		372,639,845	-	-	372,639,845
Dividends		-	(32,620,356)	(19,994,850)	(52,615,206)
Balance at 31 December 2017	17	372,640,845	-	13,436,528	386,077,373
Profit for the financial year		-	-	28,647,476	28,647,476
Balance at 31 December 2018		372,640,845	-	42,084,004	414,724,849

No dividends were paid in 2018 (2017: US\$ 52,615,206)

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

ELQ INVESTORS III 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 is Fair Zero S.a.r.l., a company incorporated and domiciled in Luxembourg.

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 (modified as explained in note 2g) and in accordance with Financial Reporting Standard 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 GS Group.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

2. ACCOUNTING POLICIES (continued)

b. Changes in accounting policies

From 1 January 2018 the company adopted IFRS 9 'Financial Instruments' as issued by the IASB in July 2014.

As permitted by the transitional provisions of IFRS 9, the company elected not to restate comparative figures. The consequential amendments to IFRS 7 disclosures have only been applied in the current year.

The adoption of IFRS 9 has resulted in changes in the company's accounting policies for classification and measurement of financial assets and liabilities – refer to notes 2g for further details.

Set out below are disclosures relating to the impact of the adoption of IFRS 9 on the company.

(i) Classification and measurement

The company performed a detailed analysis of its business models for managing financial assets and, where required, subsequent analysis of cash flow characteristics on individual financial assets.

There were no changes to the carrying amount of financial assets as a result of the adoption of IFRS 9. At 1 January 2018, the company had US\$ 356.8 million of financial assets classified as loans and receivables under IAS 39. These financial assets were reclassified as measured at amortised cost under IFRS 9.

There were no changes to the classification and measurement of financial liabilities.

(ii) Impairment

The company has developed and tested an impairment model that complies with the key requirements of IFRS 9. The results calculated by the model were not material and therefore the company has not recorded any credit losses as a result of adopting IFRS 9.

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. 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.

d. Dividends

Final equity dividends are recognised as a liability and deducted from equity in the period in which the dividends are approved by the company's shareholder. Interim equity dividends are recognised and deducted from equity when paid.

e. 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, and non-monetary assets and liabilities measured at fair value, 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.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

2. ACCOUNTING POLICIES (continued)

f. Cash at bank and in hand

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

g. Financial assets and financial liabilities

(i) Recognition and derecognition

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

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 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).

From 1 January 2018 the company has adopted IFRS 9 and classifies financial assets into the below categories on the basis of both the company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The business model reflects how the company manages particular groups of assets in order to generate future cash flows. Where the business model is to hold the assets to collect contractual cash flows, the company subsequently assesses whether the cash flows represent solely payments of principal and interest.

• **Financial assets measured at amortised cost**

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

• **Financial assets 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.

Prior to 1 January 2018, the company classified its financial assets into the following categories under IAS 39:

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

2. ACCOUNTING POLICIES (continued)

Financial assets and financial liabilities (continued)

- **Loans and receivables**

Loans and receivables were non-derivative financial assets with fixed or determinable payments that were not quoted in an active market. Such financial assets were initially recognised at fair value plus transaction costs and subsequently measured at amortised cost using the effective interest method. All finance income was recognised in the profit and loss account.

The company classifies its financial liabilities into the below categories. The classification, which is determined at initial recognition, depends on the purpose for which they were acquired or originated.

- **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 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.

h. 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.
- (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.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts recognised in these financial statements. The nature of estimation means that actual outcomes could differ from those estimates. The following judgements have had the most significant effect on amounts recognised in the financial statements:

Fair value measurement

Certain of the company's financial assets include significant unobservable inputs (i.e. level 3). See note 21 for information about the carrying value, valuation techniques and significant inputs of these instruments.

4. NET REVENUES

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Net revenues from equity investments	20,688,925	9,110,555
	20,688,925	9,110,555

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Interest on loans to group undertakings (see note 14)	13,611,193	8,830,274
	13,611,193	8,830,274

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Interest on loans from group undertakings (see note 16)	3,644,813	4,587,140
Other interest expense	-	303
	3,644,813	4,587,443

7. ADMINISTRATIVE EXPENSES

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Foreign exchange (gains)/ losses	(107,674)	256,822
Legal and professional fees	152,154	-
Bank charges	987	773
Other expenses	3,410	-
	48,877	257,595

The auditors' remuneration for the current year of £10,000 (US\$ 13,297) (2017: £10,000 (US\$ 13,020)) has been borne by a group undertaking.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

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.

9. DIRECTORS' EMOLUMENTS

The directors did not receive any remuneration from the company in the current or prior years 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.

10. TAX ON PROFIT

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Current tax:		
U.K. corporation tax	1,881,145	769,909
Adjustments in respect of prior periods	87,094	8,669
Total current tax	1,968,239	778,578
Deferred tax:		
Origination and reversal of temporary differences	(9,287)	(9,410)
Total deferred tax	(9,287)	(9,410)
Total tax on profit	1,958,952	769,168

The table below presents a reconciliation between tax on profit and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 19.00% (2017: 19.25%) to the profit before taxation.

	Year ended 31 December 2018	Year ended 31 December 2017
	US\$	US\$
Profit before taxation	30,606,428	13,095,791
Profit multiplied by the weighted average rate in the U.K. of 19.00% (2017: 19.25%)	5,815,221	2,520,940
Permanent differences in relation to equity investments	(3,930,896)	(1,753,782)
Exchange differences and other	(12,467)	(6,659)
Adjustments in respect of prior periods	87,094	8,669
Total tax on profit	1,958,952	769,168

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

11. DEFERRED TAX LIABILITY

	<u>31 December 2018</u>	<u>31 December 2017</u>
	US\$	US\$
Deferred tax liability comprises		
Timing differences in respect of debt investments	51,080	60,367
	<u>US\$</u>	
The movements in the deferred tax balance were as follows:		
At 1 January 2017	69,777	
Credited to the profit and loss account (see note 10)	(9,410)	
At 31 December 2017	60,367	
Credited to the profit and loss account (see note 10)	(9,287)	
At 31 December 2018	<u>51,080</u>	

12. CURRENT ASSET INVESTMENTS

	<u>31 December 2018</u>	<u>31 December 2017</u>
	US\$	US\$
Equity investments	80,592,219	79,990,562
	<u>80,592,219</u>	<u>79,990,562</u>

13. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>31 December 2018</u>	<u>31 December 2017</u>
	US\$	US\$
Amounts due from group undertakings	4,947,615	8,901,863
Group relief receivable	-	1,072,982
Other receivables	1,433	-
	<u>4,949,048</u>	<u>9,974,845</u>

Amounts due from group undertakings includes US\$ 2.4 million (31 December 2017: nil) in cash held on account by a fellow group undertaking.

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

	<u>31 December 2018</u>	<u>31 December 2017</u>
	US\$	US\$
Long-term loan due from group undertaking	383,157,421	346,836,418
	<u>383,157,421</u>	<u>346,836,418</u>

Amounts due from group undertakings in the current and prior year includes a loan of US\$ 383.1 million (31 December 2017: US\$ 346.8 million) advanced by the company to Goldman Sachs International, a fellow group undertaking, under the terms an existing loan agreement dated 7 February 2017. The loan is unsecured and carries interest at a variable margin over the U.S. Federal Reserve's federal funds rate. The loan is repayable on 7 February 2027.

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NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2018	31 December 2017
	US\$	US\$
Amounts due to group undertakings	7,131,920	4,605,100
Group relief payable	1,833,412	1,054,228
	8,965,332	5,659,328

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

	31 December 2018	31 December 2017
	US\$	US\$
Long-term loan due to group undertaking	50,168,690	45,448,032
	50,168,690	45,448,032

Amounts due to group undertakings in the current and prior year includes a loan of US\$ 50.1 million (31 December 2017: US\$ 45.4 million) advanced by Goldman Sachs International under the terms of an existing loan agreement dated 7 February 2017. The loan is unsecured and carries interest at a variable margin over the applicable currency's overnight interest rate. The loan is repayable on 7 February 2032.

17. CALLED UP SHARE CAPITAL

At 31 December 2018 and 31 December 2017 share capital comprised:

	31 December 2018		31 December 2017	
	No.	US\$	No.	US\$
<u>Allotted, called up and fully paid</u>				
Ordinary shares of USD 1 each	372,640,845	372,640,845	372,640,845	372,640,845
		372,640,845		372,640,845

18. DIVIDENDS PAID

	31 December 2018	31 December 2017
	US\$	US\$
Interim dividend paid	-	52,615,206

In prior years, the company created distributable reserves by cancellation of shares. The distributable reserves were fully utilised to pay a dividend of US\$ 32,620,356 and the remaining dividend of US\$ 19,994,850 was paid from the profit and loss account.

19. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments and contingencies outstanding at the year end (31 December 2017: US\$ nil).

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

20. 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 year ended 31 December 2018 would have been US\$ 49,832 higher (2017: US\$21,214). This has been determined by assuming that the company's exposure to interest rate risk at balance sheet date was consistent for the whole year.

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

The company's functional currency is the U.S. dollar. At 31 December 2018, the company had no material net exposures to other currencies (31 December 2017: 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 percent higher, profit before taxation for the year ended 31 December 2018 would increase by US\$ 8.5 million (2017: increase by \$8 million) as a result of the changes in fair value.

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NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

20. FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT ()

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 as at 31 December 2018 and 31 December 2017. The company's credit exposures are described further below:

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

Debtors. The company is exposed to credit risk from its amounts due from group undertakings, for which the credit risk is considered minimal. As at 31 December 2018, the company had no debtors past due (31 December 2017: 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.

21. 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 2018		
	Mandatory at fair value	Amortised cost	Total
	US\$	US\$	US\$
Financial assets			
Investments	80,592,219	-	80,592,219
Debtors: Amount falling due within one year	-	4,949,048	4,949,048
Debtors: Amount falling due after more than one year	-	383,157,421	383,157,421
Cash at bank and in hand	-	5,211,263	5,211,263
	80,592,219	393,317,732	473,909,951
Financial liabilities			
Creditors: Amounts falling due within one year	-	(8,965,332)	(8,965,332)
Creditors: Amounts falling due after more than one year	-	(50,168,690)	(50,168,690)
	-	(59,134,022)	(59,134,022)

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NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

21. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

	31 December 2017		
	Designated at fair value	Loans and receivables	Total
Financial assets			
Investments	79,990,562	-	79,990,562
Debtors: Amount falling due within one year	-	9,974,845	9,974,845
Debtors: Amount falling due after more than one year	-	346,836,418	346,836,418
Cash at bank and in hand	-	443,275	443,275
	79,990,562	357,254,538	437,245,100
	Designated at fair value	Loans and receivables	Total
Financial liabilities	US\$		
Creditors: Amounts falling due within one year	-	(5,659,328)	(5,659,328)
Creditors: Amounts falling due after more than one year	-	(45,448,032)	(45,448,032)
	-	(51,107,360)	(51,107,360)

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.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

21. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

Valuation techniques and significant inputs (continued)

- 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 observable evidence, including values realised on sales of financial assets.

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

As of 31 December 2018, the company had level 3 financial asset measured at fair value through profit and loss of US\$ 53.7 million (31 December 2017: US\$ 31.4 million). The table below presents the ranges of significant unobservable inputs used to value the level 3 financial asset, and the related weighted averages.

Level 3 cash instruments	Valuation techniques and significant unobservable inputs	Significant unobservable inputs (where a range, weighted average)	
		As of 31 December 2018	As of 31 December 2017
Equity investments (US\$ 53.7 million and US\$ 31.4 million of level 3 assets as of December 2018 and December 2017, respectively)	Market comparable: <ul style="list-style-type: none"> Earnings multiple Capitalisation rate 	N/A 12%	4.9x N/A

e. Fair value of financial assets and liabilities by level

The tables below present, by level within the fair value hierarchy, financial assets measured at fair value on a recurring basis. There are no financial liabilities measured at fair value.

	As of 31 December 2018			
	Level 1	Level 2	Level 3	Total
	US\$	US\$	US\$	US\$
Financial assets at fair value				
Equity investments	-	26,820,872	53,771,347	80,592,219
Total financial assets at fair value	-	26,820,872	53,771,347	80,592,219

	As of 31 December 2017			
	Level 1	Level 2	Level 3	Total
Financial assets at fair value				
Equity Investments	-	48,639,759	31,350,803	79,990,562
Total financial assets at fair value		48,639,759	31,350,803	79,990,562

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NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

21. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

f. Level 3 rollforward

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

	Year ended 31 December 2018 US\$	Year ended 31 December 2017 US\$
Level 3 financial assets at fair value		
Balance, beginning of year	31,350,803	-
Purchases	-	22,260,453
Gains	5,298,339	9,090,350
Transfer in to level 3	48,473,008	-
Transfer out of level 3	(31,350,803)	-
	53,771,347	31,350,803

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

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

The potential impact of using reasonable possible alternative assumptions for the valuation, including significant unobservable inputs, has been quantified as of 31 December 2018, as approximately US\$ 9.0 million (2017: US\$ 9 million) for favourable changes and US\$ 4.0 million (2017: US\$ nil) for unfavourable changes.

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

The company has US\$ 4.9 million (31 December 2017: US\$ 10.0 million) of current financial assets and US\$ 8.9 million (31 December 2017: US\$ 5.7 million) of current financial liabilities that are not measured at fair value. Given the short-term nature of these instruments, their carrying amounts in the balance sheet are a reasonable approximation of fair value.

The company has US\$ 383.1 million (31 December 2017: US\$ 346.8 million) of financial assets and US\$ 50.1 million (2017: US\$ 45.4 million) of financial liabilities due after more than one year that are not measured at fair value and relate to long-term intercompany borrowings. The interest rate associated with such borrowings is variable in nature and approximates prevailing market interest rates for instruments with similar terms and characteristics. As such, the carrying amount in the balance sheet is a reasonable approximation of fair value.

ELQ INVESTORS III LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2018

21. FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

i. 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 2018				
		Less than 3 months US\$	3 months to 1 year US\$	1 - 5 years US\$	5+ years US\$	Total US\$
Financial liabilities						
Creditors: amounts falling due within one year		8,965,332	-	-	-	8,965,332
Creditors: amounts falling due after one year		-	4,243,462	21,217,309	84,116,385	109,577,156
		8,965,332	4,243,462	21,217,309	84,116,385	118,542,488
		31 December 2017				
		Less than 3 months US\$	3 months to 1 year US\$	1-5 years US\$	5+ years US\$	Total US\$
Financial liabilities						
Creditors: amounts falling due within one year		5,659,328	-	-	-	5,659,328
Creditors: amounts falling due after one year		1,414,487	2,828,975	24,769,178	90,032,552	117,630,705
		7,073,815	2,828,975	24,769,178	90,032,552	123,290,033