

Goldman Sachs Group UK Limited

Country by Country Reporting

For the period ended November 30, 2018

Introduction

Goldman Sachs Group UK Limited (GSGUKL), together with its subsidiary undertakings (collectively “GSGUK”), provides a wide range of financial services to clients located worldwide.

GSGUK is supervised on a consolidated basis by the Prudential Regulation Authority (PRA).

GSGUKL’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. Group Inc., together with its consolidated subsidiaries, form “GS Group”. GS Group is a leading global investment banking, securities and investment management firm that provides a wide range of financial services to a substantial and diversified client base that includes corporations, financial institutions, governments and individuals.

The majority of GSGUK’s business activity is conducted through legal entities incorporated in the United Kingdom and regulated by the PRA, including Goldman Sachs International, the firm’s broker dealer in Europe, the Middle East and Africa (EMEA) region, and Goldman Sachs International Bank (GSIB), the firm’s U.K. registered bank.

GSGUK is required to comply with the provisions of Statutory Instrument 2013 No. 3118 Capital Requirements (Country-by-Country Reporting) Regulations 2013. These regulations have been transposed into U.K. law to impose certain reporting obligations on institutions within the United Kingdom within the scope of Capital Requirements Directive (CRD IV).

Overview of the table

Table 1 below presents GSGUK’s turnover, profit/(loss) before tax, cash tax paid and number of employees, allocated on the basis of each entity’s tax domicile. During the period, GSGUKL changed its accounting reference date from December 31 to November 30 to conform to the period used by the company for U.S. tax reporting purposes. As such, this information has been presented for the eleven months ended November 30, 2018. All references to November 2018 refer to the eleven months period ended November 30, 2018.

Turnover has been interpreted as net revenue and gives an illustration of the size of business in each country. Turnover is disclosed in accordance with local accounting requirements in each country resulting in an element of double counting across regions. These differences are adjusted for at the bottom of the table.

Corporation tax paid represents actual payments made in each country during the period ended November 30, 2018. Corporation tax paid in any given period does not generally relate to the profits earned in the same period, as tax on profits is paid across multiple periods, and taxable profits are calculated based on tax legislation and can differ from accounting profits.

Employee numbers represent average full time equivalent employees excluding consultants and temporary staff, consistent with the approach utilised in the audited consolidated financial statements of GSGUK.

Table 1: Country by Country Reporting for the period ended November 30, 2018

As shown below, the majority of GSGUK's profit before tax arises in the United Kingdom. In the period ended November 30, 2018, GSGUK reported a tax expense of US\$887 million on accounting profits of US\$3,303 million, resulting in an effective tax rate of 26.9%.

GSGUK received no public subsidies during the period.

US\$ in thousands

Country	Net revenues	Profit/(loss) before tax	Corporation tax paid/ (received)	Average number of employees
United Kingdom	8,894,898	3,182,015	289,506	3,901
Luxembourg	145,103	128,990	289	-
United Arab Emirates	71,630	19,704	-	57
Italy	61,464	19,670	8,616	31
Germany	53,583	27,685	8,518	28
Spain	29,938	8,412	2,470	26
Jersey	23,809	4,122	-	-
Sweden	14,026	645	2,797	28
Poland	9,616	608	24	-
Switzerland	8,016	854	529	11
Republic of Ireland	5,977	(13,379)	(125)	8
Netherlands	3,919	1,698	550	4
South Africa	3,487	(5,079)	3,586	16
France	1,597	229	-	1
Qatar	307	31	3	-
Isle of Man	42	47	-	-
Turkey	14	297	298	3
Republic of Korea	(344)	(344)	-	-
Cayman Islands	(72,918)	(72,918)	-	-
U.K. Group consolidation adjustments	(112,756)	-	-	-
TOTAL	9,141,408	3,303,287	317,061	4,114

Table 2: List of legal entities and branches included in the Country by Country Reporting for the period ended 30 November 2018 *

JURISDICTION	ENTITIES AND BRANCHES	DESCRIPTION OF ACTIVITIES
United Kingdom	Broad Street Principal Investments UK Limited	Investment company
	ELQ Investors VIII Ltd	Investment company
	Fleet Trade & Transport Limited	Oil and shipping operations
	Goldman Sachs Asset Management Global Services Ltd	Asset management company
	Goldman Sachs Asset Management International	Asset management company
	Goldman Sachs Funding International Limited	Investment company
	Goldman Sachs Group Holdings (U.K.) Limited	Holding company
	Goldman Sachs Group U.K. Finance Limited	Investment company
	Goldman Sachs Group UK Limited	Holding company
	Goldman Sachs International	Investment company
	Goldman Sachs International - Brussels Branch	Representation office of Goldman Sachs International
	Goldman Sachs International Bank	Lending and deposit taking activities
	Goldman Sachs International Bank Beijing Representative Office	Representation office of Goldman Sachs International Bank
	Goldman Sachs MB Services Limited	Asset management company
	GS EM Limited	Investment company
	GS Liquid Trading Platform II Limited	Investment company
	Nufcor International Limited	Commodities dealer
	Prosta Acquisitions Ltd	Investment company
	Titanium UK Holdco 1 Limited	Investment company
	CDV-3, Ltd	In liquidation
The Place for Living Limited	In liquidation	
Beheer -En Beleggingsmaatschappij Befraco B.V.	Dissolved	
Goldman Sachs Holdings (U.K.) Limited	Dissolved	
Goldman Sachs International Bank Turkiye Temsilciliqi	Dissolved	
Montague Place Custody Services	Dissolved	
Cayman Islands	Broad Street Principal Investment International Ltd	Investment company
	Rothsay Life (Cayman) Limited	Investment company
France	Goldman Sachs International Succursale de Paris	Branch of Goldman Sachs International
Germany	Goldman Sachs International Bank Zweigniederlassung Frankfurt	Branch of Goldman Sachs International Bank
	Goldman Sachs International Zweigniederlassung	Branch of Goldman Sachs International
Isle of Man	Goldman Sachs Europe Limited	Service company
	Paternoster Limited	Dissolved
Italy	Goldman Sachs International - Filiale Italiana	Branch of Goldman Sachs International
Jersey	PIL Acquisitions 2 Limited	Investment company
	PIL Clacton Limited	Investment company
	PIL Holding 2 Limited	Investment company
	PIL Newbury Limited	Investment company
	PIL Uxbridge Limited	Investment company
	PIL Mitre House Limited	Sold
Luxembourg	ELQ VIII Acquisition S.A R.L.	Investment company
	ENOP 1 S.A R.L.	Investment company
	ENOP 2 S.A R.L.	Investment company
	ENOP 3 S.A R.L.	Investment company
	Sky Mundi S.A R.L.	Investment company
	Syrdall Properties S.A R.L.	Investment company
Titanium Luxco 2 S.A R.L.	Investment company	

Country by Country Reporting

JURISDICTION	ENTITIES AND BRANCHES	DESCRIPTION OF ACTIVITIES
Netherlands	Goldman Sachs International, Amsterdam Branch Parrot B.V. Parrot Management B.V.	Branch of Goldman Sachs International Investment company Investment company
Poland	Goldman Sachs International Oddzial W Polsce Prosta Investments SP Z.O.O. Trinity II Investments SP Z.O.O.	Branch of Goldman Sachs International Investment company Investment company
Qatar	Goldman Sachs International - Qatar Branch	Branch of Goldman Sachs International
Republic of Ireland	Goldman Sachs International, Ireland Branch Goldman Sachs Ireland Finance GS EM (Ireland) Designated Activity Company Obsidian Irish Collective Asset Management Vehicle	Branch of Goldman Sachs International Investment company Investment company Investment company
Republic of Korea	Goldman Sachs International Bank Seoul Branch	Dissolved
South Africa	Goldman Sachs International Inc In England - Johannesburg Branch	Branch of Goldman Sachs International
Spain	Goldman Sachs International Sucursal En Espana	Branch of Goldman Sachs International
Sweden	Goldman Sachs International - Stockholm Branch	Branch of Goldman Sachs International
Switzerland	Goldman Sachs International, London, Zweigniederlassung Zürich	Branch of Goldman Sachs International
Turkey	Goldman Sachs TK Danışmanlık Hizmetleri A.Ş.	Service company
United Arab Emirates	Goldman Sachs International - Dubai Branch	Branch of Goldman Sachs International

* The list of entities and branches does not include subsidiaries that have no impact on the revenue, profit before tax, corporation tax paid or number of employees disclosed.

Independent auditors' report to the directors of Goldman Sachs Group UK Limited

Report on the audit of the country-by-country information

Opinion

In our opinion, Goldman Sachs Group UK Limited's country-by-country information for the period ended 30 November 2018 has been properly prepared, in all material respects, in accordance with the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

We have audited the country-by-country information for the period ended 30 November 2018 in Table 1 of the Country-by-Country Report.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)"), including ISA (UK) 800 and ISA (UK) 805, and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the country-by-country information 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 group in accordance with the ethical requirements that are relevant to our audit of the country-by-country information in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - Basis of preparation

In forming our opinion on the country-by-country information, which is not modified, we draw attention to the introduction country-by-country information which describes the basis of preparation. The country-by-country information is prepared for the directors for the purpose of complying with the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013. The country-by-country information has therefore been prepared in accordance with a special purpose framework and, as a result, the country-by-country information may not be suitable for another purpose.

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 country-by-country information is not appropriate; or
- the directors have not disclosed in the country-by-country information any identified material uncertainties that may cast significant doubt about the group'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 country-by-country information is 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 group'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 group's trade, customers, suppliers and the wider economy.

Responsibilities for the country-by-country information and the audit

Responsibilities of the directors for the country-by-country information

The directors are responsible for the preparation of the country-by-country information in accordance with the requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013 and for determining that the basis of preparation and accounting policies are acceptable in the circumstances. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of country-by-country information that is free from material misstatement, whether due to fraud or error.

In preparing the country-by-country information, the directors are responsible for assessing the group'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 country-by-country information

It is our responsibility to report on whether the country-by-country information has been properly prepared in accordance with the relevant requirements of the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

Our objectives are to obtain reasonable assurance about whether the country-by-country information as a whole is 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 this country-by-country information.

A further description of our responsibilities for the audit of the country-by-country information 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 opinion, has been prepared for and only for the company's directors in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013 and for no other purpose. We do not, in giving this opinion, 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.



PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

28 June 2019