

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.

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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 | |

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| 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