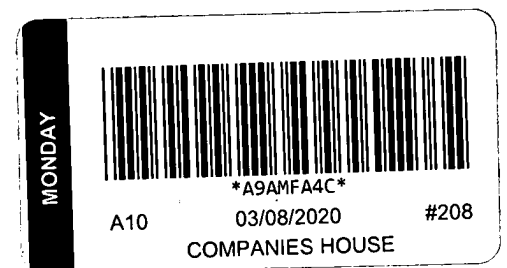


Company Number: 05793744

POSEIDON ACQUISITIONS LTD

ANNUAL REPORT

31 DECEMBER 2019



DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2019. 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 Poseidon Acquisitions 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 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 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 2019. Comparative information has been presented for the year ended 31 December 2018.

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

The results for the year are shown in the profit and loss account on page 6. Result before taxation for the year ended 31 December 2019 was US\$ nil (31 December 2018: result of US\$ nil).

The company had total assets of US\$1,078.3 million as at 31 December 2019 (31 December 2018: US\$3.3 million) and total liabilities of US\$1,075.0 million as at 31 December 2019 (31 December 2018: US\$ 1).

3. 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.

Since the balance sheet date there has been a global outbreak of a coronavirus disease (COVID-19) which has caused widespread disruption to financial markets and normal patterns of business activity across the world. At the date of signing the company had not incurred any material financial impact associated to COVID-19 however, in view of its evolving nature it is not currently possible to estimate any potential future financial effects of COVID-19 on the company.

The company had net current liabilities of US\$1,071.7 million as at 31 December 2019 (31 December 2018: net current assets US\$3.3 million) following the issuance of US\$1,075.0 million redeemable ordinary shares classified as debt. Kreta Acquisitions Ltd, the parent undertaking, and the holder of the redeemable ordinary shares, has committed to ensuring the company is able to satisfy its liabilities as they fall due. As a result, the directors have prepared these financial statements on a going concern basis.

4. Exchange rate

The British pound / U.S. dollar exchange rate at the balance sheet date was £ / US\$ 1.3265 (31 December 2018: £ / US\$ 1.2743). The average rate for the year was £ / US\$ 1.2792 (31 December 2018: £ / US\$ 1.3297).

DIRECTORS' REPORT (continued)

5. Dividends

The directors do not recommend the payment of a dividend in respect of the year (31 December 2018: US\$ nil).

6. Financial risk management

The directors do not consider market risk, credit risk or liquidity risk significant to the company. The company is exposed to risk of decline in value of certain assets, primarily investments in subsidiary undertakings. The company also has limited exposure to operational, legal, regulatory and compliance risks. The company, as part of a global group, adheres to global risk management policies and procedures.

7. Disclosure of information to auditors

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

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

8. Independent auditors

Prior to 1 October 2007, the company passed an elective resolution under section 386 of the Companies Act 1985 to dispense with the annual reappointment of auditors. PricewaterhouseCoopers LLP will, accordingly, continue in office as auditors of the company pursuant to section 487(2) of the Companies Act 2006 and paragraph 44 of Schedule 3 to the Companies Act 2006 (Commencement No. 3 Consequential Amendment, Transitional Provisions and Savings) Order 2007.

9. Directors

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

Name

W.T. Gasson

O. J. Bingham

V. Chima

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

10. Statement of directors' responsibilities

The directors are responsible for preparing the report of the directors 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 as 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;

DIRECTORS' REPORT (continued)

10. 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.

11. Date of authorisation of issue

The financial statements were authorised for issue by the Board of Directors on 24 July 2020.

ON BEHALF OF THE BOARD


A handwritten signature in black ink, appearing to read 'Oliver Bingham', is written over a horizontal line.

Director

**Independent auditors' report to the members of
Poseidon Acquisitions Ltd**

Report on the audit of the financial statements

Opinion

In our opinion, Poseidon Acquisitions Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss 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 balance sheet as at 31 December 2019; the profit and loss account, the statement of changes in equity for the year then ended 31 December 2019; 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

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the 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.

POSEIDON ACQUISITIONS LTD

Independent auditors' report to the members of Poseidon Acquisitions Ltd

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



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

24 July 2020

POSEIDON ACQUISITIONS LTD

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2019

		Year ended 31 December 2019 US\$'000	Year ended 31 December 2018 US\$'000
	Note		
RESULT BEFORE TAXATION		-	-
Tax on result	7	(13)	3,301
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(13)	3,301

The losses and 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.

POSEIDON ACQUISITIONS LTD

BALANCE SHEET

as at 31 December 2019

		31 December 2019	31 December 2018
	Note	US\$'000	US\$'000
FIXED ASSETS			
Investments	8	1,074,981	-
CURRENT ASSETS			
Debtors: Amounts falling due within one year	9	6	6
Debtors: Amounts falling due after more than one year	10	3,288	3,301
		3,294	3,307
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	(1,074,981)	-
NET CURRENT (LIABILITIES)/ASSETS		(1,071,687)	3,307
NET ASSETS		3,294	3,307
CAPITAL AND RESERVES			
Called up share capital	13	25,012	25,012
Other reserves	14	83,464	83,464
Profit and loss account		(105,182)	(105,169)
TOTAL SHAREHOLDER'S FUNDS		3,294	3,307

The financial statements were approved by the Board of Directors on
by:

24 July 2020 and signed on its behalf



Director

POSEIDON ACQUISITIONS LTD

STATEMENT OF CHANGES IN EQUITY**for the year ended 31 December 2019**

	Called up share capital	Other reserves	Profit and loss account	Total shareholder's funds
	US\$'000	US\$'000	US\$'000	US\$'000
Balance at 1 January 2018	25,012	83,464	(108,470)	6
Profit for the financial year	-	-	3,301	3,301
Balance at 31 December 2018	25,012	83,464	(105,169)	3,307
Loss for the financial year	-	-	(13)	(13)
Balance at 31 December 2019	25,012	83,464	(105,182)	3,294

No dividends were paid in 2019 and 2018.

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

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

1. General Information

The company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is Plumtree Court, 25 Shoe Lane, London EC4A 4AU, United Kingdom. The immediate parent undertaking is Kreta Acquisitions, Ltd., a company incorporated and domiciled in England and Wales.

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/investor-relations/.

2. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of Presentation

These financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with, Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the Companies Act 2006.

The following exemptions from disclosure requirements of International Financial Reporting Standards (IFRS) as adopted by the E.U. have been applied in the preparation of these financial statements in accordance with FRS 101:

- (i) IFRS 2 'Share-based Payment' paragraph 45(b) and 46 to 52. These disclosures are provided in the consolidated financial statements of Group Inc.;
- (ii) IFRS 7 'Financial Instruments: Disclosures';
- (iii) IFRS 13 'Fair Value Measurement' paragraphs 91-99;
- (iv) 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);
- (v) IAS 1 'Presentation of Financial Statements' paragraphs 10(d), 10(f), 16, 40A-D, 111, 134, 135 and 136;
- (vi) IAS 7 'Statement of Cash Flows';
- (vii) IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' paragraphs 30 and 31;
- (viii) IAS 24 'Related Party Disclosures' paragraph 17; and
- (ix) IAS 24 'Related Party Disclosures' requirements to disclose transactions with companies also wholly owned within GS group.

The company is a subsidiary undertaking of Group Inc., a company incorporated within the United States of America, whose consolidated financial statements include the company and are publicly available. As a result the company has elected not to prepare consolidated financial statements as permitted by section 401 of the Companies Act 2006.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

2. ACCOUNTING POLICIES (continued)

b. Going concern

The company had net current liabilities of US\$1,071.7 million as at 31 December 2019 (31 December 2018: net current assets US\$3.3 million) following the issuance of US\$1,075.0 million redeemable ordinary shares classified as debt. Kreta Acquisitions Ltd, the parent undertaking, and the holder of the redeemable ordinary shares, has committed to ensuring the company is able to satisfy its liabilities as they fall due. As a result, the directors have prepared these financial statements on a going concern basis.

c. 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.

d. Foreign currencies

The company's financial statements are presented in U.S. dollars, which is also the company's functional currency.

Transactions denominated in foreign currencies are translated into U.S. dollars at the rates of exchange prevailing on the date the transaction occurred. Monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at rates of exchange prevailing at the balance sheet date. Foreign exchange gains and losses are recognised in the profit and loss account.

e. Fixed asset investments

Fixed asset investments comprises investments in subsidiary undertakings and is stated at cost less provision for any impairment.

f. Financial assets and financial liabilities

(i) Recognition and derecognition

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

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or if the company transfers the financial asset and the transfer qualifies for derecognition. A transferred financial asset qualifies for derecognition if the company transfers substantially all the risks and rewards of ownership of the financial asset or if the company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but does not retain control. Financial liabilities are derecognised only when they are extinguished (i.e. when the obligation specified in the contract is discharged or cancelled or expires).

(ii) Classification and measurement

Financial assets comprise all of the company's current assets, with the exception of deferred tax assets, and financial liabilities comprise all of the company's creditors.

The company classifies financial assets into financial assets measured at amortised cost 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 company's business model is to hold the assets to collect contractual cash flows and the cash flows represent solely payments of principal and interest. If these conditions were not met, the financial assets would be mandatorily measured at fair value through profit or loss.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

2. ACCOUNTING POLICIES (continued)

f. Financial assets and financial liabilities (continued)

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.

The company classifies its financial liabilities as financial liabilities measured at amortised cost. 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 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.

g. 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 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.

h. Share capital

Ordinary share capital and redeemable shares are classified as equity.

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 company has recognised a deferred tax asset (see note 11) which requires judgement for determining the extent of its recoverability at each reporting date. The company assesses recoverability with reference to forecasts of future taxable profits. These forecasts require the use of assumptions and estimates. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

POSEIDON ACQUISITIONS LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

4. AUDITORS' REMUNERATION

The auditors' remuneration for the audit of the financial statements for the current year of £10,000 (US\$12,792) has been borne by a fellow group undertaking (31 December 2018: £5,000 (US\$6,649)).

5. 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.

6. 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 an incidental amount of their remuneration relates to the qualifying services provided to the company.

7. TAX ON RESULT

	Year ended 31 December 2019 US\$'000	Year ended 31 December 2018 US\$'000
Current tax		
U.K. corporation tax	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of temporary differences	13	(3,301)
Total deferred tax	13	(3,301)
Total tax on profit	13	(3,301)

The table below presents a reconciliation between tax on profit/(loss) and the amount calculated by applying the weighted average rate of U.K. corporation tax applicable to the company for the year of 19% (2018: 19%) to the result before taxation.

	Year ended 31 December 2019 US\$'000	Year ended 31 December 2018 US\$'000
Result before taxation	-	-
Profit multiplied by the weighted average rate in the U.K. 19% (2018: 19%)	-	-
Tax losses surrendered to group undertakings for nil consideration	13	13
Exchange differences and other	(13)	(13)
Change in recognition and measurement of deferred tax assets	13	(3,301)
Total tax on result	13	(3,301)

POSEIDON ACQUISITIONS LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

7. TAX ON RESULT (continued)

The company has carried forward capital losses of US\$21.6 million (31 December 2018: US\$20.8 million) on which no deferred tax asset has been recognised as there is uncertainty whether the company will generate suitable taxable capital profits in the future against which the deferred tax asset can be recovered.

The U.K. government announced in its budget on March 11, 2020 that the U.K. corporation tax main rate, which was due to decrease from 19.0% to 17.0% from April 1, 2020, will now remain at 19.0%. This will result in the U.K. corporation tax rate applicable to the company remaining at 19.0% from April 1, 2020. The company did not include this rate increase in its measurement of deferred tax balances as it was not substantively enacted as of December 2019. If this rate change were to have been substantively enacted as of December 2019, then the company's deferred tax asset would have been higher by US\$0.4 million, of which US\$0.4 million would have been recognised in the profit and loss account.

8. FIXED ASSET INVESTMENTS

Fixed asset investments, which are unlisted and stated at cost less provision for any impairment, comprise investments in subsidiary undertakings:

	Net book value US\$'000
At 1 January 2018 and 31 December 2018	-
Additions	1,074,981
At 31 December 2019	1,074,981

On 26 June 2019, the company subscribed for US\$1,074,981,353 redeemable ordinary shares in PMF-1, Ltd, for a total consideration of US\$1,075.0 million.

The subsidiary, over which the company exercises control via ordinary shares held directly by the company at the year end, is:

Name of company	Nature of business	Proportion of nominal value held	Class of shares held
PMF-1, LTD ¹	Investment company	100%	Redeemable and ordinary shares

The subsidiaries, over which the company exercises control via ordinary shares held by a subsidiary undertaking at the year end, is:

Nature of business	Nature of business	Proportion of nominal value held	Class of shares held
PMF-2, Ltd ¹	Investment company	100%	Redeemable and ordinary shares

¹Registered office address at Plumtree Court, 25 Shoe Lane, London, EC4A 4AU, United Kingdom

POSEIDON ACQUISITIONS LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2019	31 December 2018
	US\$000	US\$000
Amounts due from group undertakings	6	6

Amounts due from group undertakings includes US\$ 5,951 (31 December 2018: US\$ 5,951) in cash balances held on account by a fellow group undertaking.

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

	31 December 2019	31 December 2018
	US\$'000	US\$'000
Deferred tax asset (see note 11)	3,288	3,301

11. DEFERRED TAX ASSET

	31 December 2019	31 December 2018
	US\$'000	US\$'000
Deferred tax asset comprises:		
Unused tax losses	3,231	3,231
Other timing differences	57	70
	3,288	3,301

	Unused tax losses	Other timing differences	Total
	US\$'000	US\$'000	US\$'000
The movements in the deferred tax balance were as follows:			
At 1 January 2018	-	-	-
Credited to the profit and loss account	3,231	70	3,301
At 31 December 2018	3,231	70	3,301
Charged to the profit and loss account	-	(13)	(13)
At 31 December 2019	3,231	57	3,288

In the prior year, the company recognised a deferred tax asset of US\$3.3 million on the unused tax losses as the directors consider that future taxable profits will be available against which the deferred tax asset can be recovered. The company has the ability to utilise these losses in the future via the direct and indirect control of its subsidiaries which hold income producing assets.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2019	31 December 2018
	US\$'000	US\$'000
Amounts due to group undertakings (see note 13)	1,074,981	-

POSEIDON ACQUISITIONS LTD

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2019

13. CALLED UP SHARE CAPITAL

At 31 December 2019 and 31 December 2018 share capital comprised:

	31 December 2019		31 December 2018	
	No.	US\$'000	No.	US\$'000
<u>Allotted, called up and fully paid</u>				
Ordinary shares of US\$ 1 each	1	-	1	-
Redeemable shares of EUR 1 each	23,734,747	25,012	23,734,747	25,012
Redeemable ordinary shares of US\$1 each	1,074,981,353	1,074,981	-	-
		<u>1,099,993</u>		<u>25,012</u>
<u>Shares classified as liabilities</u>				
Redeemable ordinary shares of US\$1 each	1,074,981,353	(1,074,981)	-	-
		<u>25,012</u>		<u>25,012</u>

The redeemable shares of EUR 1 each issued to date are redeemable at par, there is no fixed expiry date on their redemption and they are redeemable at the option of the company. The redeemable shares rank pari passu with ordinary shares in all respects including voting rights and have no stated dividend rights.

On 26 June 2019, the company issued 1,074,981,353 new redeemable ordinary shares of US\$1 each to Kreta Acquisitions Ltd, the company's immediate parent undertaking, for a consideration of US\$1,075.0 million.

The new redeemable ordinary shares rank pari passu with ordinary shares in all respects including voting rights and have no stated dividend rights. The redeemable ordinary shares must be redeemed at the earlier of 90 days' notice from the holder or 20 years after the date of issuance. The redeemable ordinary shares are mandatorily redeemable at their subscription price. In the event of winding up, the redeemable ordinary shareholders are entitled to receive payment of the amount equal to their rateable share of the net asset value of the company.

Due to the mandatory redemption requirements, the redeemable ordinary shares are classified as debt and included within Creditors: Amounts falling due within one year (see note 12). Given the short-term nature of these instruments, their subscription price is considered a reasonable approximation of the present value of the amount payable upon redemption.

14. OTHER RESERVES

The other reserves of US\$83.5 million (31 December 2018: US\$83.5 million) represents distributable reserves which were recognised as a result of the company being released from certain remaining loan obligations with a third party lender and a group undertaking as part of its business in the prior years.

15. FINANCIAL COMMITMENTS AND CONTINGENCIES

The company had no financial commitments or contingencies outstanding at year end (31 December 2018: US\$ nil)

16. POST BALANCE SHEET EVENTS

Since the balance sheet date there has been a global outbreak of a coronavirus disease (COVID-19) which has caused widespread disruption to financial markets and normal patterns of business activity across the world. At the date of signing the company had not incurred any material financial impact associated to COVID-19 however, in view of its evolving nature it is not currently possible to estimate any potential future financial effects of COVID-19 on the company.