

GREDP II HOLDING S.À R.L.
Société à responsabilité limitée

ANNUAL ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2020

8, rue Lou Hemmer, L-1748 - Senningerberg, Luxembourg
RCS Luxembourg: B 217594
Subscribed capital: GBP 12,500

GREDP II HOLDING S.À R.L.

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GREDP II HOLDING S.À R.L.

ORGANISATION

BOARD OF MANAGERS:

Mr. Nigel Ian Bartram	(appointed 4 September 2017)
Mr. John David Sutherland	(appointed 4 September 2017)
Dr. Sebastian Bos	(appointed 1 December 2018)

ADMINISTRATIVE SERVICES:

Aztec Financial Services (Luxembourg) S.A.
8, rue Lou Hemmer
L-1748 - Senningerberg
Luxembourg

REGISTERED OFFICE:

8, rue Lou Hemmer
L-1748 - Senningerberg
Luxembourg

GREDP II HOLDING S.À R.L.

**BALANCE SHEET
AS AT 31 DECEMBER 2020**

(Denominated in GBP)

		31 December 2020 GBP	31 December 2019 GBP
	Notes		
ASSETS			
Financial fixed assets			
assets under development		0.00	0.00
Financial assets			
Other loans held as fixed assets	3.2.1, 4	257,792,099.00	130,575,345.00
Current assets			
Debtors			
Amounts owed by affiliated undertakings becoming due and payable within one year	3.2.2, 5	3,415,475.00	4,192,152.00
Cash at bank and in hand		3,344,087.00	294,857.00
		6,759,562.00	4,487,009.00
Total Assets		264,551,661.00	135,062,354.00
CAPITAL, RESERVES AND LIABILITIES			
Capital and reserves			
Subscribed capital	6	12,500.00	12,500.00
Share premium account	7	932,145.00	476,960.00
Reserves			
Legal reserve	8, 9	1,250.00	-
Profit or loss brought forward	9	26,867.00	(5,818.00)
Profit or loss for the financial year	9	101,375.00	33,935.00
		1,074,137.00	517,577.00
Provisions			
Provisions for taxation	3.2.4, 11	47,249.00	10,161.00
Creditors	10		
Trade creditors	3.2.5, 10.1		
becoming due and payable within one year		62,150.00	20,384.00
Amounts owed to affiliated undertakings	3.2.5, 10.2		
becoming due and payable within one year		5,371,220.00	2,502,497.00
becoming due and payable after more than one year		257,996,905.00	132,011,735.00
		263,430,275.00	134,534,616.00
Total Capital, Reserves and Liabilities		264,551,661.00	135,062,354.00

GREDP II HOLDING S.À R.L.

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2020**

(Denominated in GBP)

		1 January 2020 to 31 December 2020 GBP	1 January 2019 to 31 December 2019 GBP
	Notes		
Other operating income	12	116,601.00	94,476.00
Raw materials and consumables and other external expenses			
Other external expenses	13	(59,138.00)	(48,442.00)
		<hr/>	<hr/>
Other operating expenses	14	(9,629.00)	-
Income from other investments and loans forming part of the fixed assets			
derived from affiliated undertakings	15	14,650,124.00	4,357,490.00
Other interest receivable and similar income			
other interest and similar income	16	-	701.00
Interest payable and similar expenses			
concerning affiliated undertakings	17	(14,547,164.00)	(4,358,202.00)
other interest and similar expenses	17	(2,124.00)	-
		<hr/>	<hr/>
		(14,549,288.00)	(4,358,202.00)
		<hr/>	<hr/>
Tax on profit or loss	19	(39,577.00)	(10,160.00)
Profit or loss after taxation		109,093.00	35,863.00
Other taxes not shown under previous captions	19	(7,718.00)	(1,928.00)
		<hr/>	<hr/>
Profit or loss for the financial year	9	101,375.00	33,935.00
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GREDP II HOLDING S.À R.L.

NOTES TO THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General Information

GREDP II Holding S.à r.l. (hereafter the "Company") was incorporated on 4 September 2017 and is organised under the laws of Luxembourg as a Société à responsabilité limitée for an unlimited period.

The registered office of the Company is established at 8, rue Lou Hemmer, L-1748 - Senningerberg, Luxembourg.

The Company's financial year starts on 1 January and ends on 31 December of each year.

The objects of the Company are:

- to act as an investment holding company and to co-ordinate the business of any corporate bodies in which the Company is for the time being directly or indirectly interested, and to acquire (whether by original subscription, tender, purchase, exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by any person and any other asset of any kind and to hold the same as investments, and to sell, exchange and dispose of the same;

- to carry on any trade or business whatsoever and to acquire, undertake and carry on the whole or any part of the business, property and/or liabilities of any person carrying on any business;

- to invest and deal with the Company's money and funds in anyway the Sole Manager or the Board of Managers (as appropriate) thinks fit and to lend money and give credit in each case to any person with or without security;

- to borrow, raise and secure the payment of money in any way the Sole Manager or the Board of Managers (as appropriate) thinks fit, including by the issue (to the extent permitted by Luxembourg Law) of debentures and other securities or instruments, perpetual or otherwise, convertible or not, whether or not charged on all or any of the Company's property (present and future) or its uncalled capital, and to purchase, redeem, convert and pay off those securities;

- to acquire an interest in, amalgamate, merge, consolidate with and enter into partnership or any arrangement for the sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, including any employees of the Company;

**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. General Information (continued)

- to enter into any guarantee or contract of indemnity or suretyship, and to provide security for the performance of the obligations of and/or the payment of any money by any person (including any corporate body in which the Company has a direct or indirect interest or any person (a "Holding Entity") which is for the time being a member of or otherwise has a direct or indirect interest in the Company or any corporate body in which a Holding Entity has a direct or indirect interest and any person who is associated with the Company in any business or venture), with or without the Company receiving any consideration or advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or part of the Company's undertaking, property or assets (present and future) or by other means; for the purposes of this Article 3.6 "guarantee" includes any obligation, however described, to pay, satisfy, provide funds for the payment or satisfaction of, indemnify and keep indemnified against the consequences of default in the payment of, or otherwise be responsible for, any indebtedness or financial obligations of any other person;

- to purchase, take on lease, exchange, hire and otherwise acquire any real or personal property and any right or privilege over or in respect of it;

- to sell, lease, exchange, let on hire and dispose of any real or personal property and/or the whole or any part of the undertaking of the Company, for such consideration as the Sole Manager or the Board of Managers (as appropriate) thinks fit, including for shares, debentures or other securities, whether fully or partly paid up, of any person, whether or not having objects (altogether or in part) similar to those of the Company; to hold any shares, debentures and other securities so acquired; to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over, turn to account and otherwise deal with all or any part of the property and rights of the Company;

- to do all or any of the things provided in any paragraph of this Article 3 (a) in any part of the world; (b) as principal, agent, contractor, trustee or otherwise; (c) by or through trustees, agents, sub-contractors or otherwise; and (d) alone or with another person or persons;

- to do all things (including entering into, performing and delivering contracts, deeds, agreements and arrangements with or in favour of any person) that are in the opinion of the Board of Managers incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers; provided always that the Company will not enter into any transaction which would constitute a regulated activity of the financial sector or require a business license under Luxembourg Law without due authorisation under Luxembourg Law.

2. Presentation of the comparative financial data

During the financial year ended 31 December 2020, the comparative figure of "Trade Creditors" for an amount of GBP 10,161.00 has been reclassified to "Provisions for taxation" to correctly reflect the nature of this balance. There has been no change to the reported profit for the previous period or the net assets as at 31 December 2019.

3. Summary of Significant Accounting Policies

3.1 Basis of preparation

The annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, apart from those enforced by the law of 19 December 2002, as amended, determined and implemented by the Board of Managers.

The preparation of the annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise their judgement in the process of applying the accounting policies. Changes in assumptions may have significant impact on the annual accounts in the period in which the assumption changed. The Board of Managers believe that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

3.2.1 Financial fixed assets

Shares in affiliated undertakings and loans and claims held as fixed assets are valued at purchase price or nominal value including the expenses incidental thereto.

In case of a durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

3.2.2 Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

3. Summary of Significant Accounting Policies (continued)

3.2.3 Foreign currency translation

The annual accounts are expressed in British Pound ("GBP").

Transactions expressed in currencies other than the GBP are translated into GBP at the exchange rate effective at the time of the transaction. The translation at the balance sheet date is made according to the following principles:

- the acquisition cost of the participations and of all other items defined as financial fixed assets, expressed in a currency other than the GBP, are translated into GBP at the historical exchange rate;
- cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year; and
- other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. Solely the unrealised exchange losses are recorded in the profit and loss account. The exchange gains are recorded in the profit and loss account at the moment of their realisation.

3.2.4 Provision for taxation

Provisions for taxation corresponding to the tax liability estimated by the Company for the financial years for which the tax return has not yet been filed are recorded under the caption "Provisions for taxation". The advanced payments are shown as assets in the balance sheet under the caption "Other Prepayments".

3.2.5 Creditors

Creditors are recorded at their repayment value.

GREDP II HOLDING S.À R.L.

**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020**

4. Financial fixed assets

The movements for the year are as follows:

	Other loans held as fixed assets GBP	Total 2020 GBP	Total 2019 GBP
Gross book value - opening balance	130,575,345.00	130,575,345.00	15,904,283.00
Additions for the year	129,466,754.00	129,466,754.00	114,671,062.00
Repayments for the year	(2,250,000.00)	(2,250,000.00)	-
Gross book value - closing balance	<u>257,792,099.00</u>	<u>257,792,099.00</u>	<u>130,575,345.00</u>
Net book value closing balance	<u>257,792,099.00</u>	<u>257,792,099.00</u>	<u>130,575,345.00</u>
Net book value opening balance	<u>130,575,345.00</u>	<u>130,575,345.00</u>	<u>15,904,283.00</u>

As 31 December 2020, the Chineham Shopping Centre Basingstoke mezzanine loan after repayment amounted to GBP 9,582,629.00 (2019: GBP 11,794,155.00), the One Crown Place loan amounted to GBP 38,576,795.00 (2019: GBP 19,643,324.00), the Arts Building loan amounted to GBP 17,005,247.00 (2019: GBP 16,685,692.00), the Clabon loan amounted to GBP 15,901,707.00 (2019: GBP 15,165,418.00), the Portsoken loan amounted to GBP 47,968,494.00 (2019: GBP 38,476,520.00) and the Fora loan amounted to GBP 41,244,011.00 (2019: GBP 28,810,236.00).

During the year, the Company acquired two new loans as the lender, namely with Record Store loan for an amount of GBP 23,163,216.00 and Rose loan for an amount of GBP 64,350,000.00. During the year, the Shopping Centre Basingstoke mezzanine loan was repaid by an amount of GBP 2,250,000.00.

GREDP II HOLDING S.À R.L.**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020****5. Debtors**

Debtors are composed of:

	Within one year GBP	Total 31 December 2020 GBP	Total 31 December 2019 GBP
Amounts owed by affiliated undertakings	3,415,475.00	3,415,475.00	4,192,152.00
Total	<u>3,415,475.00</u>	<u>3,415,475.00</u>	<u>4,192,152.00</u>

At 31 December 2020, the amounts owed by affiliated undertakings consist of accrued interest of an amount of GBP 1,200,272.00 (2019: GBP 2,582,900.00) from Global Real Estate Debt Partners Fund II (UK) SCSp.

The amounts owed by affiliated undertakings consists also of accrued interest and origination fees for an amount of GBP 6,119.00 (2019: GBP 38,474.00) on the Chineham Shopping Centre Basingstoke mezzanine loan, an amount of GBP 290,234.00 (2019: GBP 186,174.00) on the One Crown Place loan, an amount of GBP 156,742.00 (2019: 319,555.00) on the Arts Building loan, an amount of GBP 60,679.00 (2019: 237,280.00) on the Clabon loan, an amount of GBP 413,376.00 (2019: 177,657.00) on the Portsoken loan, an amount of GBP 468,415.00 (2019: 650,112.00) on the Fora loan, an amount of GBP 540,583.00 (2019: nil) on the Record Store loan and an amount of GBP 238,659.00 (2019: nil) on the Rose loan.

Amounts owed by affiliated undertakings includes also interest amounting to GBP 40,396.00 (2019: nil) by Global Real Estate Debt Partners II Lending Limited.

6. Subscribed capital

The subscribed capital amounts to GBP 12,500.00 and is divided into 125 shares with a nominal value of GBP 100.00 per share.

The movements on the "Subscribed capital" item during the year are as follows:

Shares	Subscribed capital opening balance GBP	Subscriptions/ (Redemptions) for the year (Shares)	Subscriptions/ (Redemptions) for the year GBP	Subscribed capital closing balance GBP
Ordinary Shares	12,500.00	-	-	12,500.00
Total	<u>12,500.00</u>	<u>-</u>	<u>-</u>	<u>12,500.00</u>

GREDP II HOLDING S.À R.L.**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020****7. Share premium account**

The movements on the "Share premium" item during the year are as follows:

	Share premium 2020 GBP
Share premium account - Opening balance	476,960.00
Movements for the year	455,185.00
Share premium account - Closing balance	<u>932,145.00</u>

The amount consists of share premiums and capital contributions received without the issue of shares (account 115). On 16 April 2020, there was a repayment of GBP 8,100.00 by the sole shareholder. On 24 September 2020 and 14 October 2020, there was an increase of GBP 234,000.00 and GBP 229,285.00 respectively in account 115 by the Company as equity was issued as part of the tracking bonds issuance to its sole shareholder.

8. Legal reserve

The Company is required to allocate a minimum of 5% of its net result to a legal reserves, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

9. Movements for the year on the reserves and profit and loss items

	Legal reserve GBP	Profit or loss brought forward GBP	Profit or loss the financial year GBP
As at 1 January 2020	-	(5,818.00)	33,935.00
Movements for the year:			
Allocation of previous year's profit or loss	1,250.00	32,685.00	(33,935.00)
Profit or loss for the financial year	-	-	101,375.00
As at 31 December 2020	<u>1,250.00</u>	<u>26,867.00</u>	<u>101,375.00</u>

GREDP II HOLDING S.À R.L.**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020****10. Creditors**

Amounts due and payable for the accounts shown under "Creditors" are as follows:

	Within one year	After one year and within	Total 31 December 2020	Total 31 December 2019
	GBP	GBP	GBP	GBP
Trade Creditors	62,150.00	-	62,150.00	20,384.00
Amounts owed to affiliated undertakings	5,371,220.00	257,996,905.00	263,368,125.00	134,514,232.00
Total	5,433,370.00	257,996,905.00	263,430,275.00	134,534,616.00

10.1 Trade creditors

Trade creditors consists of outstanding supplier invoices, and accruals for administration, notary and legal fees for an amount of GBP 62,150.00 (2019: GBP 20,384.00).

10.2 Amounts owed to affiliated undertakings

The Company entered into a Tracking Bonds Subscription Agreement which was signed on 12 October 2017. Per the agreement, the Tracking Bonds issued by the Company shall not exceed GBP 500,000,000.00. On 16 April 2020, the Company repaid Tracking Bonds for a total amount of GBP 2,241,900.00. On 24 September 2020 and 14 October 2020, the Company issued 64,766,000 and 63,461,070 Tracking Bonds respectively for a total amount of GBP 128,227,070.00. The maturity of the bond is on the 20th anniversary date of the bond and bears a fixed interest of 0.5% per annum. In addition to the fixed interest, the bond bears a variable interest which is calculated based on the income derived by the Company from the investments in the Tracking bond assets and adjusted for all realised losses arising from the investment activity.

As at 31 December 2020, the Tracking bonds amounted to GBP 257,996,905.00 (2019: GBP 132,011,735.00).

At year end the interest accrued on Tracking Bonds amounted to GBP 5,371,220.00 (2019: GBP 2,463,742.00).

Amounts owed to affiliated undertakings include interest amounting to GBP nil (2019: GBP 38,755.00) to Global Real Estate Debt Partners II Lending Limited.

11. Provisions

This item relates to provisions for taxation in Luxembourg namely corporate income tax of GBP 47,249.00 (2019: GBP 10,161.00).

12. Other operating income

This item is composed of sundry income for an amount of GBP 116,601.00 (2019: GBP 94,476.00).

GREDP II HOLDING S.À R.L.**NOTES TO THE ANNUAL ACCOUNTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2020****13. Other external expenses**

Other external expenses are as follows:

	2020	2019
	GBP	GBP
Administration fees	27,448.00	24,682.00
Legal fees	15,619.00	16,520.00
Other professional fees	11,571.00	6,000.00
Bank charges	291.00	340.00
Other expenses	4,209.00	900.00
Total	<u>59,138.00</u>	<u>48,442.00</u>

14. Other operating expenses

Other operating expenses are composed of director's fees.

15. Income from other investments and loans forming part of the fixed assets

This amount is composed of interest accrued on the loan facility agreements for an amount of GBP 13,227,279.00 (2019: GBP 3,891,795.00) and GBP 1,422,845.00 (2019: GBP 465,695.00) as origination fee income.

16. Other interest receivable and similar income

No realised foreign exchange gains incurred during the year (2019: GBP 701.00).

17. Interest payable and similar expenses

Interest payable and similar expenses consists of interest accrued on the Tracking Bonds for an amount of GBP 14,547,164.00 (2019: GBP 4,358,202.00) and foreign exchange losses for an amount of GBP 2,124.00 (2019: nil).

18. Off-balance sheet commitments

There are no off-balance sheet commitments.

19. Tax

The Company is subject in Luxembourg to the applicable general tax regulations.

20. Staff costs

During the financial year, the Company had no employees (2019: none).

21. Subsequent events

Following the year end and up to the date of signing, the following events took place:

In January 2021, the Fund agreed an early part repayment of GBP 2,789,920.00 for the Arts Building loan. The prepayment was a defensive and prudent approach to take in order to protect the Investment with the repayment lowering the likelihood of investors suffering a principal loss. In April 2021 the remaining GBP 13,949,600.00 was repaid.

22. Going concern

The COVID-19 virus has had a profound effect on societies, economies and markets across the world, and there remains significant uncertainty about its future impact.

Nuveen's priorities during this period have been to ensure the health and safety of its employees and to continue to focus on delivering value for its stakeholders.

While this crisis is unprecedented in recent memory, Nuveen's Business Continuity Plan was deployed swiftly and delivered an effective response in the context of the rapid development of government guidance, policies and legislation in each of the countries in which the Group operates. Over a two-week period in mid-March 2020, the Group successfully transitioned from full-time office-based roles to working remotely. This was efficiently carried out due to the global operating model and robust IT infrastructure, as well as the commitment and dedication of all employees at a time of significant uncertainty. The integrity of the Nuveen's remote access environment enables effective management of cyber security risks in the remote working period.

Despite the economic impact of the pandemic the Fund's portfolio continued to perform during 2020, and this is testament to the strength of the borrowers' business plans, their commitment to the underlying assets and robust selection and underwriting standards of the Portfolio Manager.