

Registration number: 08698172

# Nuveen International Holdings 2 Limited

(formerly TIAA International Holdings 2 Limited)

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2023

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## **Nuveen International Holdings 2 Limited**

### **Company Information**

<b>Directors</b>	D. D. Morton M. J. L. Sales O. Salami
<b>Company secretary</b>	Nuveen Corporate Secretarial Services Limited
<b>Registered office</b>	9th Floor 201 Bishopsgate London, United Kingdom EC2M 3BN
<b>Bankers</b>	National Westminster Bank Plc Western Avenue Chatham Maritime, Chatham London ME4 4RT
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP 7 More London Riverside London SE1 2RT

## **Nuveen International Holdings 2 Limited**

### **Strategic Report for the Year Ended 31 December 2023**

The Directors present their strategic report on Nuveen International Holdings 2 Limited (“NIH 2” or the “Company”) for the year ended 31 December 2023.

#### **Business Review**

The Company is a wholly owned subsidiary of Nuveen Real Estate Global LLC, a limited liability company incorporated in the United States of America.

NIH 2 was incorporated in the United Kingdom on 19 September 2013 by Teachers Insurance and Annuity Association of America (“TIAA”), the ultimate controlling party of the Company as at the Statement of Financial Position date.

The name of the Company was changed from TIAA International Holdings 2 Limited during the financial year, with effect from 15 December 2023, to reflect Nuveen’s corporate branding.

NIH 2 acts as a holding company for TIAA’s investments in Nuveen’s dedicated real estate and infrastructure investment management businesses operated by subsidiary companies of NIH 2. Those subsidiaries include the UK companies Nuveen Investment Management International Limited and Nuveen Management AIFM Limited which are both regulated by the Financial Conduct Authority. The Group also includes several other regulated subsidiaries in other global jurisdictions which are discussed in more detail in their respective financial reports and regulatory filings.

Throughout this report, reference is made to the “Group” which accordingly refers to NIH 2 and its subsidiary companies.

The Group’s consolidated revenue is primarily derived from investment management activities of the group subsidiaries in addition to the asset management of infrastructure.

During the year ended 31 December 2023, the Group increased its number of employees to support the wider business and increased product range. As a result of this strategy, revenue and staff costs increased. Additionally, due to intense fund raise efforts and increased investor commitments pertaining to Glennmont Fund IV, the deferred consideration payable to the Clean Energy Partners Holdco LLP and its affiliated entities (collectively, “Glennmont”) partners materially increased and £24,792,000 was recognised on the Consolidated Statement of Comprehensive Income relating to the valuation.

The Glennmont consideration assessment is a reflection of the Group’s performance as an investment manager which is in line with the Group’s strategy.

At 31 December 2023 the Group’s Assets Under Management (“AUM”) were £27.8bn (2022: £29.0bn).

#### **Directors’ duties**

The Directors of the Group, and the Company specifically, acknowledge that they are obliged to act in accordance with a prescribed set of statutory duties, which are outlined in section 172 of the Companies Act 2006.

The statutory duties require the Directors to act in good faith and ensure that their actions taken, both individually and collectively, in turn are those most likely to promote the success of the Company and benefit its stakeholders. Page 7 of the Directors’ Report explains in more detail how the Directors of the Company fulfil their statutory duties.

## **Nuveen International Holdings 2 Limited**

### **Strategic Report for the Year Ended 31 December 2023**

Under section 172 of the Companies Act, the Directors must have regard to:

- The likely consequences of any decision in the long-term;
- The interests of the Company's employees;
- The need to foster the Company's business relationships with suppliers, customers and others;
- The impact of the Company's operations on the community and the environment;
- The desirability of the Company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the Company.

#### **Principal risks and uncertainties**

The Group has a risk management framework in place to ensure that it meets its objectives within acceptable risk parameters. This framework is reviewed regularly so that new actual, potential and emerging risks are identified at an early stage. The Group's culture embeds the management of risk at all levels within the organisation. The governance framework under which the risk management approach operates prioritises ensuring that the business is capable of meeting its business objectives within its risk appetite and is subject to continuous review and mitigation where appropriate. The main risks the Group faces are market risk, liquidity risk, foreign exchange risk, credit risk, operational risk and regulatory/legal risk.

The year under review was characterised by volatility in most major markets and asset classes. This volatility was considered by the Directors to be the result of a combination of factors which included, amongst others: continuing regional and global geopolitical risks, a declining macro-economic outlook, and unfavourable real estate market dynamics driven by sustained increases in global interest base rates. These macro-economic developments were in particular reflected in constrained availability of third party financing via debt markets during the year.

The market volatility increasingly permeated into real estate transaction volumes as 2023 progressed, with the result that European property transactions were overall 52 per cent lower year on year. Specific sectors of the market were impacted more heavily than others, including office, apartments and industrial, relative to more robust performance in retail and hospitality.

These issues presented challenges for the Group to overcome, however the Group was successfully able to apply its resources, with continuing support from its ultimate beneficial owner TIAA, as well as the established knowledge, market experience and reputation of the Group's people to deliver strong results for clients, employees and stakeholders.

The Group continues to believe its asset classes remain a good alternative long-term investment and are relevant across a range of economic scenarios as an uncertain macro-economic and geopolitical outlook persists into 2024.

The Group's Executive Risk & Compliance Committee regularly monitors the key risks facing the Group and its global businesses and maintains a detailed register of actual, potential and emerging risks. Related developments are escalated to the relevant Regulatory Board or Committee when necessary, and regular reporting is otherwise scheduled to ensure risk management processes are integrated across the business.

The Group, complete robust Internal Capital Adequacy and Risk Assessment ("ICARA") assessments at least annually and also perform regular monitoring of the Group's capital and liquidity positions in the context of minimum regulatory standards. The ICARA assessments support the Group's risk management framework through early identification of potential capital and liquidity risks and lead to more detailed stress testing and modelling when necessary.

The monitoring process overseen by the Executive Risk & Compliance Committee identified the following thematic key risks as at 31 December 2023:

## **Nuveen International Holdings 2 Limited**

### **Strategic Report for the Year Ended 31 December 2023**

**Geopolitical and macro-economic Risks** - Continuing geopolitical and macro-economic pressures led to an uncertain outlook for markets and valuations throughout 2023 and this position is expected to continue into 2024. Supply chain challenges, energy price volatility and inflationary pressures, whilst easing in H2 2023, are expected to persist and present challenges in 2024. This will contribute to internal cost pressures and negatively restrict external revenue generation.

**Performance Risk** - Volatile markets, constrained availability of debt financing and pressured asset valuations present challenges for sustained performance against target benchmarks. Risks continue to be mitigated by continuous performance monitoring and the knowledge and experience of the Group's investment management teams.

**Decline in asset valuations** - a material decline in Net Asset Valuations ("NAVs") leading to a reduction in revenue presents a key risk to the Group. However, to mitigate this risk the Group has a diversified investment portfolios across multiple asset classes and geographies to offset any declines in NAVs, by investing in real assets, for example new green energy generation technologies and alternative asset classes.

**Regulatory Risk** - the Group is regulated in multiple jurisdictions and by different regulatory bodies, which adds complexity and risk to operations. Related risks continue to be reduced via the Group's established governance frameworks, strong regulatory relationships and prioritisation of regulatory matters and implications at each stage of either project or investment processes, or alternatively from at portfolio and fund level.

In September 2023, Nuveen Securities LLC in the United States, such company being owned by TIAA but not forming part of the Group, agreed to settle a \$8.5mn penalty with the Securities and Exchange Commission for failures related to the use and maintenance of electronic communications. The offences were admitted in conjunction with other regulated broker-dealers in the United States. In parallel to the regulatory settlement, Nuveen introduced enhanced controls across its global business to restrict use of unapproved communications devices, provide new phones for relevant employees, record use of approved communications tools and enhance regulatory disclosure and reporting.

**Environment, Social, Governance and Climate change Risk** - the Group carefully manages its exposure to physical climate related risks which manifest via its global investment portfolios and third party construction and development projects. Specialist consultants provide the latest physical climate risk analysis to inform investment decision making across the cycle.

The Group has also made a house-wide public commitment to reduce the energy intensity of its global real estate equity portfolio by 30% by the year 2025, based on a 2015 baseline. The Group has also committed to transition its global real estate portfolio to Net Zero Carbon by 2040 and future-proof its investments through the active integration of environment, social and governance ("ESG") factors in decision making.

The Group also monitors its exposure to ESG and climate change regulatory and reporting risks which may lead to reputational or financial implications if not managed appropriately. The Group has specialist sustainability teams in both Europe and the APAC region to manage related risks on behalf of the Group.

**Supplier Management Risks** - operating in multiple regions and numerous global jurisdictions presents risks from a supplier management and onboarding perspective. A bespoke supplier management process, supported by a dedicated IT portal, records and helps management of related risks.

## **Nuveen International Holdings 2 Limited**

### **Strategic Report for the Year Ended 31 December 2023**

**People Risks** - the Group's People, and in particular their industry, market and sector expertise and knowledge, are critical to delivery of the Group's strategy. Whilst People risks are expected to reduce in 2024 with a continuing uncertain macro-economic outlook, the management team closely monitors attrition rates, potential risks and available mitigating actions. The Group's culture is considered a key commercial strength and specific initiatives including a dedicated People Pledge together with a variety of Diversity, Equity and Inclusion and Business Resource groups combine with flexible working patterns and broad benefits offerings to support the performance, wellbeing and development of all the Group's people.

**IT & Cyber Risks** - the Group's global operations expose the business to a wide range of potential and emerging IT and Cyber risks, including Cyber security, data management and privacy, and operational delivery. The business operates a variety of Cyber controls together with related policies and procedures to mitigate related risks and increase training and awareness across the Group. The Group also has a team of IT and Cyber security experts to oversee related performance and the IT and Cyber control environment.

The prevalence of IT and Cyber events globally means that risks can only be mitigated and are not entirely removed.

#### **Key Performance Indicators**

The Group has defined the following Key Performance Indicators ("KPIs") to assist in the understanding of the development, performance and position of the business over time:

##### **a) Assets Under Management ("AUM")**

During 2023, the Group continued to undertake asset management mandates for certain real estate and infrastructure investments of the affiliates of the Company located in Europe and Asia, and a number of independent third party clients and commercial partners.

At 31 December 2023 AUM is £27.8bn versus a Plan of £27.1bn (2022: £29.0bn versus a Plan of £27.6bn). The favourable variance is driven by market movements.

##### **b) Cash Flow from Operations**

The Group monitors operating cash flows as a key element in understanding the performance and position of the business. Management expects to continue to have positive cash flows from operations over the next 12 months.

##### **c) Operating Margin**

The Group expects to see a gradual improvement in its operating margin in the long-term.

#### **Key Stakeholders**

The Directors of the Company consider their responsibilities to the Group's stakeholders are both aligned with and well-integrated across the business, operations and financial performance of the Group.

The Group's approach to stakeholder and third party interests underpins commercial, operational and ultimately financial performance. Stakeholder interests accordingly form a key consideration within all Board and Committee approvals to the extent relevant, with particular emphasis on investment and divestment recommendations considered by the Group's Investment and Real Estate Debt Investment Committees.

## Nuveen International Holdings 2 Limited

### Strategic Report for the Year Ended 31 December 2023

The following chart provides a high level thematic overview of the Group's key stakeholders:



More detailed consideration of the Group's approach to stakeholder engagement can be found in the Directors' Report on page 7 of the Annual Report and Consolidated Financial Statements.

#### Outlook for 2024

Whilst the geopolitical and macro-economic uncertainty witnessed in 2023 is expected to continue into 2024, the Directors of the Company continue to be confident in the underlying resilience, diversification and robustness of the Group and its global investment portfolios and operations. The Directors anticipate that the Group's businesses and investment portfolios are well placed to benefit from any recovery in markets and asset valuations that may occur during the year.

Approved by the Board of Directors on 29 April 2024 and signed on its behalf by:

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D. D. Morton  
Director



## **Nuveen International Holdings 2 Limited**

### **Directors' Report for the Year Ended 31 December 2023**

The Directors present their report and the audited Group and Company financial statements for the year ended 31 December 2023.

#### **Principal activities and future developments**

The principal activity of the Company is that of a holding company. The Group has overseas branches in Spain, Italy, Luxembourg, Germany, Denmark, Sweden, and the Netherlands.

The principal activity of the Group is the provision of real estate and infrastructure asset management services, market research and portfolio management advice.

The Directors do not envisage a change of activities in the foreseeable future for either the Group or the Company.

#### **Results and Dividends**

The loss for the year ended 31 December 2023 amounted to £10,717,000 (2022 profit (as restated): £9,697,000). The Directors do not recommend the payment of a dividend (2022: £nil).

#### **Financial instruments**

The Group and Company financial risk management objectives and policies, including exposure to risks are discussed in Capital resources and risk management, note 4 of these financial statements.

#### **Directors**

The Directors, who held office during the year ended 31 December 2023 and up to the date of signing the financial statements were as follows:

D. D. Morton

M. J. L. Sales

O. Salami

#### **Directors' third party indemnity provisions**

The Company has made qualifying third party indemnity provisions within the meaning given to the term by section 234 of the Companies Act 2006 for the benefit of the respective directors which were in place throughout the year and which remain in place as at the date of approval of these financial statements.

The Company is permitted to indemnify the Directors to the extent permitted by United Kingdom law. The Company may indemnify the Directors against all costs, charges, losses, expenses and liabilities incurred in the actual or purported execution and/or discharge of his duties, or in relation to them. The Company may also provide the Directors with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to above.

The Directors' Duties under section 172 of the Companies Act are detailed on page 2 of the Strategic Report, together with an overview of the Group's key stakeholders. The following summarises the specific thematic actions the Directors take to discharge their statutory duties:

#### **- Clients & Investment Partners including TIAA**

The Directors ensure that they have open dialogue with clients and investment partners allowing related communication to be effective and efficient. Clients increasingly expect improved transparency and greater levels of information which the Company provides. This expectation is met through regular in-person meetings, scheduled update calls and briefings, early stage involvement in key decisions and material developments affecting the fund or investment, together with industry events and networking opportunities. The Company also ensures that a variety of materials are available at any time for investors' needs.

## **Nuveen International Holdings 2 Limited**

### **Directors' Report for the Year Ended 31 December 2023**

NIH 2 and the Group form part of a wider organisation, headed and led by TIAA in the United States. As a result, the Directors are expected to act in good faith for the Company and also TIAA and that company's wider group and US operations. All of the Company's Directors ensure that they promote the success of the wider group to the extent practicable at any time, disclose any related conflicts of interest and cascade education and training materials to Directors and colleagues across the Group whenever appropriate.

#### **- Employees**

The Group is committed to its employees, ensuring it attracts, retains and develops its people, including those who are disabled or have become disabled during their employment at Nuveen. Applicants with disabilities are given equal consideration in the application process, and disabled colleagues have equipment and working practices modified for them as far as possible and where safe to do so. The Group promotes a collaborative and inclusive work environment that encourages diversity, growth and development and rewards individual and team achievements. These attributes are embedded in the Group's employee values which helps guide behaviour and achieve strategic goals. Whistleblowing arrangements are in place to provide a means for all employees to raise concerns or potential issues where deemed appropriate to do so.

The Group operates a variety of people themed policies and procedures to encourage diversity, flexible working and provide development and progression opportunities for all employees at all levels. The Group also maintains rigorous human rights, anti-corruption and anti-bribery policies and supportive wider employment practices as a responsible employer in each of the global jurisdictions in which it operates.

#### **- Advisers and Suppliers including Auditor**

The Group benefits from a number of advisers and suppliers in each of the jurisdictions in which it operates across Europe and the APAC region, with many relationships spanning many years. Whilst there are trusted relationships in place, all advisers and suppliers are subject to regular monitoring and enhanced checks to ensure compliance with internal criteria spanning financial position, anti-money laundering and 'Know Your Client' checks and potential conflicts of interest. New advisers and suppliers are subject to a rigorous onboarding process in line with the Group's risk management procedural framework.

The Group's Modern Slavery Act Compliance Statement is reviewed, refreshed and approved by relevant legal entity Boards at least annually.

#### **- Counterparties**

The Group necessarily transacts with numerous counterparties and has robust procedures to ensure that the interests of third parties are respected through carefully managed project due diligence processes and timetables, fair and transparent marketing and communications, and wherever possible market benchmarking and independent validation for asset valuations.

#### **- Local Communities and the Environment**

The Group ensures it acts sustainably by integrating environmental, social and corporate goals. There are regional teams dedicated to sustainability who ensure the business is well placed to pursue growth opportunities, whilst minimising the risk of accelerated depreciation and early obsolescence within the Group's asset portfolio. The sustainability team also educate the wider Group employees and directors to guarantee the environment is at the forefront of decision making.

#### **- Regulators**

The Company has several regulated subsidiaries in different global jurisdictions, including Nuveen Investment Management International Limited and Nuveen Management AIFM Limited which are both regulated by the Financial Conduct Authority in the UK. Further information regarding regulated subsidiaries in other jurisdictions can be found in the Financial Statements and regulatory filings of those respective companies.

The Group prioritises strong and effective relationships with its regulators and has undertaken to respond promptly and effectively to any directions or demands from any global regulator.

**Nuveen International Holdings 2 Limited**

**Directors' Report for the Year Ended 31 December 2023**

The Group publishes a Tax Strategy Statement which is reviewed and approved by relevant legal entity Boards at least annually.

## Nuveen International Holdings 2 Limited

### Directors' Report for the Year Ended 31 December 2023

#### Streamlined Energy and Carbon reporting

GHG emissions	FY2023		FY2022	
	tCO <sub>2</sub> e	tCO <sub>2</sub> e / full-time employee	tCO <sub>2</sub> e	tCO <sub>2</sub> e / full-time employee
Scope 1	5.78	0.01	17.86	0.04
Scope 2 (location-based)	91.30	0.11	62.34	0.13
Scope 3	2,548.03	3.10	1,658.24	3.35
<b>Scope 1 + Scope 2 GHG emissions (location-based Scope 2)</b>	<b>97.09</b>	<b>0.12</b>	<b>80.19</b>	<b>0.16</b>
<b>Total GHG emissions (using location-based Scope 2)</b>	<b>2,645.11</b>	<b>3.22</b>	<b>1,738.44</b>	<b>3.51</b>

	Electricity (kWh)	Gas (kWh)	Premises fuels (kWh)	Company-owned cars			Other company-owned vehicles		Personal cars (kWh)	Total energy use (kWh)
				Diesel (kWh)	Petrol (kWh)	Electric (kWh)	Diesel (kWh)	Petrol (kWh)		
<b>FY2023</b>	440,914	31,615	0	0	0	0	0	0	28,200	<b>500,730</b>
<b>FY2022</b>	322,355	97,831	0	0	0	0	0	0	0	<b>420,185</b>

## **Nuveen International Holdings 2 Limited**

### **Directors' Report for the Year Ended 31 December 2023**

#### **Ultimate Parent**

NIH 2 is part of a wider group, therefore not only do the Directors have to act in good faith for the Company but also the wider group. All of NIH 2's Directors ensure that they promote the success of the whole group and educate Directors across the whole organisation.

#### **Risk Management**

The risk management, compliance and legal teams are essential elements of the Group's operations and business activities. These teams each partner the investment, product and distribution teams to safeguard decision making. The Group maintains a three-lines-of-defence model ensuring best practice:

- **First Line:** Employees in the investment, product and distribution teams have a duty to supervise and follow rigorous internal compliance guidelines;
- **Second Line:** Risk management and Compliance teams, with guidance from Legal assist in identifying and mitigating risks; and
- **Third Line:** Internal audit function which provides information on the adequacy and effectiveness of the risk management process.

#### **Going concern**

The Directors have continued to monitor going concern matters, and the appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 31 December 2023. The Group's going concern assessment considers the Group's principal risks (see note 4), and is dependent on a number of factors including financial position and performance in the year under review.

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Company is in a net current liability position of £19,620,000 (2022: £1,812,000) and an overall net asset position of £289,968,000 (2022: £289,683,000) with the majority of the asset relating to investment in subsidiaries within the Group.

The Directors have received confirmation that the immediate parent company, Nuveen Real Estate Global LLC intends to support the Company to enable it to meet its obligations as they fall due and will not seek repayment of part or all of the amount loaned to the Company during a period of 12 months following the financial statements approval date. The Directors of the Company are accordingly comfortable to rely on the support of Nuveen Real Estate Global LLC and intend to adopt the going concern basis in preparing its financial statements for 2023.

Based on the above, together with available market information and the Directors' knowledge and experience of the Group's business and markets, the Directors continue to adopt the going concern basis in preparing the annual Group and Company financial statements for the year ended 31 December 2023.

#### **Events after the reporting period**

No events occurred after the Statement of Financial Position date that have a material impact on the financial statements. The Directors have not received any further information as at the approval date which has not been reflected in the financial statements presented.

#### **Independent Auditors**

The independent auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment in accordance with Section 485 of the Companies Act 2006. PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

## Nuveen International Holdings 2 Limited

### Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and consolidated financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and the Company financial statements in accordance with UK-adopted international accounting standards.

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

#### Directors' Confirmations

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

The Financial Statements on pages 16 to 72 were approved by the Board of Directors on 29 April 2024 and signed on its behalf by:

DocuSigned by:  
  
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D. D. Morton  
Director

# Independent auditors' report to the members of Nuveen International Holdings 2 Limited (formerly TIAA International Holdings 2 Limited)

## Report on the audit of the financial statements

### Opinion

In our opinion, Nuveen International Holdings 2 Limited (formerly TIAA International Holdings 2 Limited's group financial statements and company financial statements (the "financial statements")):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2023 and of the group's loss, the company's loss and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; 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 and Consolidated Financial Statements (the "Annual Report"), which comprise: the Consolidated and Company Statements of Financial Position as at 31 December 2023; the Consolidated Statement of Profit or Loss, the Consolidated and Company Statements of Comprehensive Income, the Consolidated and Company Statements of Changes in Equity and the Consolidated and Company Statements of Cash Flows for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

### 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 group 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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### 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.

# Independent auditors' report to the members of Nuveen International Holdings 2 Limited (formerly TIAA International Holdings 2 Limited) (continued)

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 Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires 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 2023 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 group and company and their 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, 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 group's and 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 group or 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of unusual journal entries to increase revenue, reduce expenditure of the Company, and management bias in judgemental areas of the financial statements, such as impairment of intangible assets and investments in subsidiaries. Audit procedures performed by the engagement team included:

- Enquiries with management and compliance, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing relevant meeting minutes, including those of the Board;



# Independent auditors' report to the members of Nuveen International Holdings 2 Limited (formerly TIAA International Holdings 2 Limited) (continued)

- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations and entries posted containing unusual account descriptions; and
- Obtaining management information and market data to validate and assess the inputs into the calculation of management's impairment assessment over intangibles (including Goodwill and intangible assets), and investment in subsidiaries and challenging assumptions made, where appropriate.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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](http://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 obtained 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 company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Natasha McMillan (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

29 April 2024

## Nuveen International Holdings 2 Limited

### Consolidated Statement of Profit or Loss for the Year Ended 31 December 2023

(As restated)

	Note	2023 £ 000	2022 £ 000
Revenue	5	135,929	123,401
Administrative expenses	6	(243,613)	(188,706)
Other operating income	10	<u>102,252</u>	<u>71,817</u>
Operating (loss)/profit		<u>(5,432)</u>	<u>6,512</u>
Finance income	11	530	117
Finance costs	12	<u>(655)</u>	<u>(685)</u>
Net finance cost		<u>(125)</u>	<u>(568)</u>
(Loss)/profit before tax		(5,557)	5,944
Income tax (expense)/credit	13	<u>(5,160)</u>	<u>3,753</u>
(Loss)/profit for the year		<u>(10,717)</u>	<u>9,697</u>
<b>(Loss)/profit attributable to:</b>			
Owners of the company		(10,513)	9,737
Non-controlling interests		<u>(204)</u>	<u>(40)</u>
		<u>(10,717)</u>	<u>9,697</u>

The above results were derived from continuing operations.

The above Consolidated Statement of Profit or Loss should be read in conjunction with the accompanying notes on pages 26 to 72.

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

### Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2023

(As restated)

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
(Loss)/profit for the year	(10,717)	9,697
<b>Items that may be reclassified subsequently to profit or loss</b>		
Exchange differences on translation of foreign operations	<u>(727)</u>	<u>1,783</u>
Total comprehensive (loss)/income for the year	<u>(11,444)</u>	<u>11,480</u>
<b>Total comprehensive (loss)/income attributable to:</b>		
Owners of the company	(11,229)	11,495
Non-controlling interests	<u>(215)</u>	<u>(15)</u>
	<u>(11,444)</u>	<u>11,480</u>

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

### Company Statement of Comprehensive Income for the Year Ended 31 December 2023

	Note	2023 £ 000	2022 £ 000
Administrative expenses	6	(24,541)	10,937
Other operating income	10	34	-
Operating (loss)/profit		(24,507)	10,937
(Loss)/profit before tax		(24,507)	10,937
Profit and total comprehensive income for the year		(24,507)	10,937

The above results were derived from continuing operations.

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

(Registration number: 08698172)

### Consolidated Statement of Financial Position as at 31 December 2023

(As restated)

	Note	2023 £ 000	2022 £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	15	10,759	5,437
Right-of-use assets	16	19,554	16,852
Intangible assets	17	207,343	214,790
Investments in associates	18	95	73
Other investments	19	1,168	917
Trade and other receivables	20	33	77
Deferred tax assets	21	8,166	7,704
		<u>247,118</u>	<u>245,850</u>
<b>Current assets</b>			
Trade and other receivables	20	116,704	118,109
Current tax asset		3,802	2,993
Cash and cash equivalents	22	118,450	82,309
		<u>238,956</u>	<u>203,411</u>
Total assets		<u>486,074</u>	<u>449,261</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Called up share capital	23	1	1
Share premium	24	202,163	202,163
Capital contribution		80,625	55,833
Retained earnings		30,424	41,653
Total equity attributable to owners of the company		313,213	299,650
Non-controlling interests	26	(683)	(658)
Total equity		<u>312,530</u>	<u>298,992</u>
<b>Non-current liabilities</b>			
Trade and other payables	27	19,161	30,862
Lease liabilities	16	17,856	14,863
		<u>37,017</u>	<u>45,725</u>

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

(Registration number: 08698172)

### Consolidated Statement of Financial Position as at 31 December 2023

(As restated)

	Note	2023 £ 000	2022 £ 000
<b>Current liabilities</b>			
Trade and other payables	27	131,314	99,433
Lease liabilities	16	4,566	4,286
Provisions	28	647	825
		136,527	104,544
 Total liabilities		 173,544	 150,269
 Total equity and liabilities		 486,074	 449,261

The financial statements on pages 16 to 72 are approved by the Board of Directors on 29 April 2024 and signed on its behalf by:

DocuSigned by:



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D. D. Morton  
Director

The notes on pages 26 to 72 form an integral part of these financial statements.

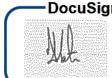
## Nuveen International Holdings 2 Limited

(Registration number: 08698172)

### Company Statement of Financial Position as at 31 December 2023

	Note	2023 £ 000	2022 £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	18	309,588	309,588
<b>Total non-current assets</b>		<u>309,588</u>	<u>309,588</u>
<b>Current assets</b>			
Trade and other receivables	20	30,660	6,039
Cash and cash equivalents	22	496	2,122
<b>Total current assets</b>		<u>31,156</u>	<u>8,161</u>
<b>Total assets</b>		<u>340,744</u>	<u>317,749</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Called up share capital	23	1	1
Share premium	24	202,163	202,163
Capital contribution		80,625	55,833
Retained earnings		7,179	31,686
<b>Total equity</b>		<u>289,968</u>	<u>289,683</u>
<b>Non-current liabilities</b>			
Trade and other payables	27	-	18,093
<b>Current liabilities</b>			
Trade and other payables	27	50,290	9,477
Provisions	28	486	496
<b>Total current liabilities</b>		<u>50,776</u>	<u>9,973</u>
Total liabilities		<u>50,776</u>	<u>28,066</u>
<b>Total equity and liabilities</b>		<u>340,744</u>	<u>317,749</u>

The financial statements on pages 16 to 72 are approved by the Board of Directors on 29 April 2024 and signed on its behalf by:

DocuSigned by:  
  
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 D. D. Morton  
 Director

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

### Consolidated Statement of Changes in Equity for the Year Ended 31 December 2023

	Called up share capital £ 000	Share premium £ 000	Capital contribution £ 000	(As Restated) Retained earnings £ 000	(As restated) Total equity attributable to owners of the company £ 000	Non- controlling interests £ 000	(As restated) Total equity £ 000
<b>Balance at 1 January 2022</b>	1	202,163	55,833	28,027	286,024	(643)	285,381
Prior period adjustment	-	-	-	2,131	2,131	-	2,131
At 1 January 2022 (As restated)	1	202,163	55,833	30,158	288,155	(643)	287,512
Profit/(loss) for the year (As restated)	-	-	-	9,737	9,737	(40)	9,697
Other comprehensive income	-	-	-	1,758	1,758	25	1,783
Total comprehensive income for 2022 (As restated)	-	-	-	11,495	11,495	(15)	11,480
<b>Balance at 31 December 2022 (As restated)</b>	1	202,163	55,833	41,653	299,650	(658)	298,992
Loss for the year	-	-	-	(10,513)	(10,513)	(204)	(10,717)
Other comprehensive loss	-	-	-	(716)	(716)	(11)	(727)
Total comprehensive loss	-	-	-	(11,229)	(11,229)	(215)	(11,444)
Dividends paid	-	-	-	-	-	(37)	(37)
Decrease in non-controlling interest in subsidiaries	-	-	-	-	-	227	227
Capital contribution	-	-	24,792	-	24,792	-	24,792
<b>Balance at 31 December 2023</b>	1	202,163	80,625	30,424	313,213	(683)	312,530

The notes on pages 26 to 72 form an integral part of these financial statements.



## Nuveen International Holdings 2 Limited

### Company Statement of Changes in Equity for the Year Ended 31 December 2023

	Called up share capital £ 000	Share premium £ 000	Capital contribution £ 000	Retained earnings £ 000	Total equity £ 000
<b>Balance at 1 January 2022</b>	1	202,163	55,833	20,749	278,746
Profit for the year	-	-	-	10,937	10,937
Total comprehensive income	-	-	-	10,937	10,937
<b>Balance at 31 December 2022</b>	<u>1</u>	<u>202,163</u>	<u>55,833</u>	<u>31,686</u>	<u>289,683</u>
Loss for the year	-	-	-	(24,507)	(24,507)
Total comprehensive loss	-	-	-	(24,507)	(24,507)
Capital contribution	-	-	24,792	-	24,792
At 31 December 2023	<u><u>1</u></u>	<u><u>202,163</u></u>	<u><u>80,625</u></u>	<u><u>7,179</u></u>	<u><u>289,968</u></u>

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

### Consolidated Statement of Cash Flows for the Year Ended 31 December 2023

	Note(s)	2023 £ 000	2022 £ 000
<b>Cash flows from operating activities</b>			
(Loss)/profit before tax		(5,557)	5,944
<b>Adjustments for:</b>			
Depreciation and amortisation	6	15,552	13,472
Profit on disposal of property plant and equipment	6	(111)	-
Foreign exchange loss		1,836	2,149
Net finance cost	11, 12	125	568
Intangible impairments		885	3,560
Fair value gain on deferred consideration		-	(13,591)
		<u>12,730</u>	<u>12,102</u>
<b>Change in operating assets and liabilities:</b>			
Increase in current tax assets		(1,640)	-
Decrease/(increase) in trade and other receivables	20	627	(47,326)
Increase in trade and other payables	27	20,480	35,055
(Decrease)/increase in provisions	28	(168)	790
		<u>32,029</u>	<u>621</u>
<b>Cash generated from operations</b>			
Income taxes paid		(4,684)	(3,965)
Interest paid		(262)	(341)
		<u>27,083</u>	<u>(3,685)</u>
<b>Net cash inflow/(outflow) from operating activities</b>			
<b>Cash flows from investing activities</b>			
Interest received	11	530	117
Purchases of property, plant and equipment	15	(9,088)	(5,576)
Investments made in associated undertakings		(25)	-
Purchases of other investments	18	(319)	(92)
		<u>(8,902)</u>	<u>(5,551)</u>
<b>Net cash outflow from investing activities</b>			
<b>Cash flows from financing activities</b>			
Contribution of capital from parent		24,792	-
Lease liability payments		(5,049)	(3,941)
Dividends paid		(37)	-
		<u>19,706</u>	<u>(3,941)</u>
<b>Net cash inflow/(outflow) from financing activities</b>			
<b>Net increase/(decrease) in cash and cash equivalents</b>			
Cash and cash equivalents at 1 January		82,309	93,398
Effect of exchange rate fluctuations on cash held		(1,746)	2,088
		<u>118,450</u>	<u>82,309</u>
<b>Cash and cash equivalents at 31 December</b>			
	22	<u>118,450</u>	<u>82,309</u>

The notes on pages 26 to 72 form an integral part of these financial statements.

## Nuveen International Holdings 2 Limited

### Company Statement of Cash Flows for the Year Ended 31 December 2023

	Note	2023 £ 000	2022 £ 000
<b>Cash flows from operating activities</b>			
(Loss)/profit before tax		(24,507)	10,937
Adjustments to cash flows from non-cash items			
Foreign exchange (gain)/loss		(441)	1,839
Fair value gain on deferred consideration		<u>24,792</u>	<u>(13,591)</u>
		(156)	(815)
Increase in trade and other receivables	20	(24,621)	(4,320)
Increase in trade and other payables	27	22,720	7,881
(Decrease)/increase in provisions	28	<u>(10)</u>	<u>26</u>
<b>Net cash inflow from operating activities</b>		(2,067)	2,772
<b>Cash flows from investing activities</b>			
Revaluation on investments held at cost		<u>441</u>	<u>(1,839)</u>
<b>Net (decrease)/increase in cash and cash equivalents</b>		(1,626)	933
Cash and cash equivalents at 1 January		<u>2,122</u>	<u>1,189</u>
<b>Cash and cash equivalents at 31 December</b>		<u><u>496</u></u>	<u><u>2,122</u></u>

The notes on pages 26 to 72 form an integral part of these financial statements.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **1 General information**

These consolidated financial statements comprise the financial statements of Nuveen International Holdings 2 Limited (the “Company”) a private company limited by shares, and its subsidiaries (together the “Group”).

The principal activity of the Group is the provision of real estate and infrastructure asset management services, market research and portfolio management advice.

The principal activity of the Company is that of a holding company.

The Company is incorporated and domiciled in the England and Wales. The address of its registered office is:  
9th Floor  
201 Bishopsgate  
London, United Kingdom  
EC2M 3BN

#### **2 Basis of preparation and material accounting policy information**

##### **Basis of preparation**

These financial statements have been prepared in accordance with UK-adopted international accounting standards.

The financial statements have been prepared on a going concern basis under the historical cost convention, except for the measurement at fair value of financial instruments, including other investments as set out in the accounting policies below.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the period. The nature of estimates means that actual outcomes could differ from those estimates.

##### **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand currency units unless otherwise stated.

##### **Going concern**

The Directors have continued to monitor going concern matters, and the appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 31 December 2023. The Group’s going concern assessment considers the Group’s principal risks (see note 4), and is dependent on a number of factors including financial position and performance in the year under review.

The Company meets its day-to-day working capital requirements through regular cash flows from Group activities. The Company is in a net current liability position of £19,620,000 (2022: £1,812,000) and an overall net asset position of £289,968,000 (2022: £289,683,000) with the majority of the asset relating to investment in subsidiaries within the Group.

The Directors have received confirmation that the immediate parent company, Nuveen Real Estate Global LLC intends to support the Company to enable it to meet its obligations as they fall due and will not seek repayment of part or all of the amount loaned to the Company during a period of 12 months following the financial statements approval date. The Directors of the Company are accordingly comfortable to rely on the support of Nuveen Real Estate Global LLC and intend to adopt the going concern basis in preparing its financial statements for 2023.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

Based on the above, together with available market information and the Directors' knowledge and experience of the Group's business and markets, the Directors continue to adopt the going concern basis in preparing the annual Group and Company financial statements for the year ended 31 December 2023.

#### **Summary of material accounting policies and key accounting estimates**

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.

#### **New Standards, amendments and IFRS Interpretations Committee (IFRIC) Interpretations and relevant disclosure requirements**

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2023 reporting periods and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group or Company in the current or future reporting periods and on foreseeable future transactions.

Further, the group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2023, but do not have a material effect on these financial statements unless otherwise stated.

#### **Changes in accounting policy**

The accounting policies set out in these financial statements have been applied consistently to all years presented.

#### **Consolidation**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the elements of control, on an annual basis.

The consolidated financial statements are based on the financial statements of the individual subsidiaries drawn up using the standard Group accounting policies. Accounting policies applied by individual subsidiaries have been revised where necessary to ensure consistency with Group policies for consolidation purposes.

All intra-group transactions and balances between Group entities are eliminated on consolidation.

#### **Business combination**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity, on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition date fair value of any previous equity interest in the acquired entity, over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated Statement of Comprehensive Income as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used (3.5%) is based on an indicative estimate of TIAA's cost of debt, plus a Z spread of 0.3% and an illiquidity premium.

Contingent consideration is classified as a financial liability which is subsequently remeasured to fair value, with changes in fair value recognised in the consolidated Statement of Comprehensive Income.

#### **Foreign currencies**

##### *• Functional and presentation currency*

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in British Pounds, which is the Company's functional currency and the Group's presentation currency.

##### *• Transactions and balances*

Transactions in foreign currencies are translated into British Pounds at the rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange prevailing at the end of the reporting period.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting period and are measured at historical cost (translated using the exchange rates on the transaction date), except for non-monetary items carried at fair value, which are translated at the rates prevailing at the date when the fair value was determined. Gains and losses arising on translation are recognised in profit or loss.

##### *• Group companies*

The results and financial position of the Group entities (none of which has a currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency on consolidation as follows:

- (i) assets and liabilities for each Statement of Financial Position are translated at the closing rate at the date of that Statement of Financial Position;
- (ii) income and expenses are translated at the rate on the date of the transaction; and
- (iii) all resulting exchange differences are recognised in other comprehensive income to the translation reserve.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation) all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the company are reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the rate of the date of the transaction.

#### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided, stated net of value added taxes. The Group recognises revenue when performance obligations have been satisfied and for the Group this is when services have transferred to the customer and the customer has control of these. Control is defined as the ability to direct the use of and obtain substantially all of the remaining benefits from the asset.

Revenue is recognised once control is passed onto the customer, either over time or at a point in time.

The Group recognises revenue over time if one of the following criteria is met:

- (i) the customer simultaneously receives and consumes all of the benefits provided by the Group as the Group performs;
- (ii) the Group's performance creates or enhances an asset that the customer controls as the asset is created; or
- (iii) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The Group's activities are described below. The Group bases its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

#### *• Fee income*

Fee income includes management fees, advisory fees, transaction fees, development fees and performance fees stated net of rebates. Management fees, development fees and advisory fees are recognised over time in the accounting period in which the associated investment management or development services are provided. Transaction fees and performance fees are recognised at a point in time when the prescribed transaction or performance hurdles are achieved and it is certain that a fee will crystallise as a result.

#### *• Other operating income*

Other operating income includes accounting fees, retail price index fees, other revenue, and transfer pricing which is recognised on a cost plus allocation to other TIAA affiliated entities.

#### **Investments in associates**

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

Investments in associates are those over which the Group has significant influence but not control or joint control. These are accounted for using the equity method of accounting. Significant influence is considered to be participation in the financial and operating policy decisions of the investee and is usually evidenced when the Group owns between 20% and 50% of that company's voting rights.

Investments in associated entities are initially recorded at cost and the carrying amount is increased or decreased to recognise the Group's share of the profits or losses of the associated entity after acquisition. At the date of acquisition any excess of the cost of acquisition over the Group's share of the fair values of the identifiable net assets of the associated entity is recognised as goodwill. The carrying amount of these investments is reduced to recognise any impairment of the value of the individual investment. If the Group's share of losses exceeds its interest in an associated entity the carrying value of that investment is reduced to nil and the recognition of any further losses is discontinued unless the Group has an obligation to make further funding contributions to that associated entity.

Where a Group entity has transactions with an associated entity of the Group, unrealised profits and losses are eliminated to the extent of the Group's interest in the relevant associated entity. Accounting policies of associated entities have been changed where necessary to ensure consistency with the policies adopted by the Group.

Where there is a disposal of an investment in an associated entity, the carrying value of the investment held on the Statement of Financial Position at the date of disposal is removed and offset against the consideration received for that investment, with the net profit or loss on disposal being recognised in the consolidated Statement of Comprehensive Income.

#### **Interest and expense**

Interest income and expense are recognised within finance income and finance costs in the Statement of Comprehensive Income using the effective interest rate method, except for borrowing costs relating to qualifying assets, which are capitalised as part of the cost of that asset. The Group has chosen to capitalise borrowing costs on all qualifying assets irrespective of whether they are measured at fair value or not.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.



## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Property, plant and equipment

Property, plant and equipment are initially recognised at acquisition cost, defined as the aggregate amount paid and the fair value of any other consideration given to acquire the asset, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by management. Assets are subsequently stated at cost less accumulated depreciation and any recognised impairment loss.

#### Depreciation

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, based on prices prevailing at the end of the reporting period, of each asset over its expected useful life as follows:

<b>Asset class</b>	<b>Depreciation method and rate</b>
Leasehold improvements	straight line basis over the period of the lease
Furniture and fixtures	straight line basis over 3 - 5 years
Office equipment	straight line basis over 3 - 8 years
Computer hardware	straight line basis over 3 years
Computer software	straight line basis over 3 years
Right-of-use assets	straight line basis over the shorter of estimated life or lease term

The carrying values of property, plant and equipment are reviewed for impairment when it becomes apparent that the carrying value may not be recoverable, and in such circumstances the assets are written down immediately to their recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on disposal or retirement of an asset is determined as the difference between the disposal proceeds and the carrying amount of the asset and is included in the Statement of Comprehensive Income.

#### Intangible Assets

##### • *Goodwill*

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent assets acquired.

Cost comprises the fair value of the assets given, liabilities assumed and equity instruments issued, plus the amount of any non-controlling interests in the acquiree plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree. Direct costs of acquisition are recognised immediately as an expense.

Goodwill arising on a business combination is capitalised as an intangible asset with any impairment in carrying value being charged to the consolidated Statement of Comprehensive Income. When the fair value of the identifiable assets, liabilities and contingent liabilities exceed the fair value of the consideration paid, the excess is credited in full to the consolidated Statement of Comprehensive Income on the acquisition date.

Goodwill on business combinations is determined to have an indefinite useful life and is not subject to amortisation. The Group considers itself to have a single cash generating unit to which goodwill is allocated. For further details refer to Intangibles note 17 of these financial statements.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

• *Investment management contracts*

Investment management contracts have been identified as a separately identifiable intangible asset and are recognised at fair value, calculated by applying a discounted cash flow method to future recurring revenue streams arising from the contracts. The investment management contracts have a finite useful life and are carried at cost less accumulated amortisation.

• *Internally generated software*

A subsidiary of the Group has recognised internally generated software in relation to the development of an application which enables users to book storage units.

Only costs directly attributed to the test and design were capitalised while all others were recognised as administrative expenses in the consolidated Statement of Comprehensive Income.

Development costs are capitalised when the following criteria are met:

- (i) It is technically feasible to complete the software so that it will be available for use;
- (ii) Management intends to complete the software and use or sell it;
- (iii) There is an ability to use or sell the software;
- (iv) It can be demonstrated how the software will generate probable future economic benefits;
- (v) Adequate technical, financial, and other resources to complete the development and to use or sell the software are available; and
- (vi) The expenditure attributable to the software during its development can be reliably measured.

#### Amortisation

<b>Asset class</b>	<b>Amortisation method and rate</b>
Open-ended investment management contracts	straight line basis over 15 years
Closed-ended investment management contracts	straight line basis over 15 years
Internally generated software	straight line basis over 5 years

#### Impairment of intangible assets

Assets that have an indefinite useful life - for example, goodwill - are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate a potential impairment. Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. The fair value is based on forecasts approved by the board, extrapolated for expected future growth rates and discounted at a risk adjusted discount rate based on the Group's weighted average cost of capital. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of asset (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date. Impairment losses on goodwill are not reversed.

#### Financial instruments

• *Recognition and initial measurement*

Financial assets and financial liabilities are recognised on the Statement of Financial Position when the Group has become a party to the contractual obligations of the financial instrument.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The Group classifies its financial assets in the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI).

The classification depends on the purpose for which the financial assets were acquired, i.e. the entity's business model for managing the financial assets and/or the contractual cash flow characteristics of the financial asset.

#### • *Financial assets*

The Group's financial assets consist of cash and cash equivalents, trade and other receivables, and other investments. Cash and cash equivalents and trade and other receivables are held at amortised cost while other investments are held at fair value through profit or loss. All financial assets are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset is impaired. All income and expenses relating to financial assets that are recognised in Statement of Comprehensive Income are presented within finance costs, finance income or other financial items.

The Group assesses on a forward-looking basis the expected credit loss associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

#### • *Financial liabilities*

The Group's financial liabilities consist of trade and other payables. Financial liabilities are measured subsequently at amortised cost using the effective interest method.

#### • *Derecognition*

The Group derecognises a financial asset when the contractual rights to the cash flow from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability. The Group derecognises financial liability when its contractual obligations are extinguished, discharged, cancelled or have expired.

### **Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

### **Other investments**

Other investments comprise of equity investments that do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Other investments are measured at fair value through the Statement of Comprehensive Income.

Other investments are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

Refer to note 19 of these financial statements for detail of valuation techniques of Other investments.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and at banks.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **Trade receivables**

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

#### **Trade payables**

Trade payables are obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

#### **Prepayments**

Prepayments are carried at cost less any accumulated impairment losses.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **Capital contributions**

Capital contributions are classified as equity and are not repayable to the parent. Contributions are measured at the fair value of the cash or other resources received or receivable.

#### **Members' remuneration**

The policy to allocate profits is governed by the amended members' agreement dated 9 March 2021.

#### **Members' capital**

Members' capital that is not automatically repayable on retirement is classified as equity. Members' capital that is automatically repayable on retirement is classified as a liability. Members' capital, whether classified as equity or a liability are not interest bearing.

#### **Taxation**

Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised directly in other comprehensive income or equity - in which case, the tax is also recognised in other comprehensive income or equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the date of the Statement of Financial Position in the countries where the Group operates. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of the Statement of Financial Position and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

#### **Employee benefits**

The Group operates various employment schemes, including both defined contribution pension plans and medical plans.

##### *• Defined contribution pension obligation*

A defined contribution plan is a pension plan under which the Group pays fixed contributions. The Group has no legal or constructive obligations to pay further contributions if the pension fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### *• Long-term incentive plan*

The Group operates a number of cash settled long term incentive plans. The total amount to be expensed is determined by reference to the performance of a fund portfolio, or to the performance of the Group itself. These incentives would vest in 3 years.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period the Group revises its estimates of the benefit that is expected to vest. It recognises the impact of the revision to original estimate, if any, in the Statement of Comprehensive Income.

#### **Other expenses**

Expenses include legal, accounting, auditing and other fees. They are recognised in the consolidated Statement of Comprehensive Income in the period in which they are incurred (on an accruals basis).

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **Leases**

The Group leases various assets, comprising property, plant, equipment.

The determination whether an arrangement is, or contains, a lease is based on whether the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The following sets out the Group's lease accounting policy for all leases with the exception of leases with a low value and term of 12 months or less for which/where we have taken the exemption under IFRS 16 'Leases'. These are expensed to the Statement of Comprehensive Income as incurred.

At the inception of the lease, the Group recognises a right-of-use asset and a lease liability. A right-of-use asset is capitalised in the Statement of Financial Position at cost, which comprises the present value of minimum lease payments determined at the inception of the lease. A lease liability of equivalent value is also recognised. Right-of-use assets are depreciated using the straight line method over the shorter of estimated life or the lease term.

Depreciation is included within the line item administrative expenses in the Statement of Comprehensive Income.

Under IFRS 16 the right-of-use assets will be tested for impairment in accordance with International Accounting Standards ("IAS") 36 'Impairment of Assets'. The Group has elected to apply the exemption to treat existing onerous leases as impairments on adoption.

The corresponding lease liability is included on the Statement of Financial Position as a lease liability. The lease liability is measured at amortised cost using the effective interest rate method. Lease payments are apportioned between a finance charge and a reduction of the lease liability based on the constant interest rate applied to the remaining balance of the liability. Interest expense is included within the line item net finance costs in the Statement of Comprehensive Income.

The lease payments comprise fixed payments and variable lease payments that depend on an index or a rate, initially measured using the minimum index or rate at inception date. The payments also include any lease incentives and any penalty payments for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease term determined comprises the non-cancellable period of the lease contract. Periods covered by an option to extend the lease are included if the Group has reasonable certainty that the option will be exercised and periods covered by the option to terminate are included if it is reasonably certain that this will not be exercised.

The lease liability is subsequently remeasured (with a corresponding adjustment to the related right-of-use asset) when there is a change in future lease payments due to a renegotiation or market rent review, a change of an index or rate or a reassessment of the lease term.

The lease payments are discounted at the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

The lease payments comprise fixed payments and variable lease payments that depend on an index or a rate, initially measured using the minimum index or rate at inception date. The payments also include any lease incentives and any penalty payments for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease term determined comprises the non-cancellable period of the lease contract. Periods covered by an option to extend the lease are included if the Group has reasonable certainty that the option will be exercised and periods covered by the option to terminate are included if it is reasonably certain that this will not be exercised.

The lease liability is subsequently remeasured (with a corresponding adjustment to the related right-of-use asset) when there is a change in future lease payments due to a renegotiation or market rent review, a change of an index or rate or a reassessment of the lease term.

The lease payments are discounted at the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The lease payments comprise fixed payments and variable lease payments that depend on an index or a rate, initially measured using the minimum index or rate at inception date. The payments also include any lease incentives and any penalty payments for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease term determined comprises the non-cancellable period of the lease contract. Periods covered by an option to extend the lease are included if the Group has reasonable certainty that the option will be exercised and periods covered by the option to terminate are included if it is reasonably certain that this will not be exercised.

The lease liability is subsequently remeasured (with a corresponding adjustment to the related right-of-use asset) when there is a change in future lease payments due to a renegotiation or market rent review, a change of an index or rate or a reassessment of the lease term.

The lease payments are discounted at the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The lease payments comprise fixed payments and variable lease payments that depend on an index or a rate, initially measured using the minimum index or rate at inception date. The payments also include any lease incentives and any penalty payments for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease term determined comprises the non-cancellable period of the lease contract. Periods covered by an option to extend the lease are included if the Group has reasonable certainty that the option will be exercised and periods covered by the option to terminate are included if it is reasonably certain that this will not be exercised.

The lease liability is subsequently remeasured (with a corresponding adjustment to the related right-of-use asset) when there is a change in future lease payments due to a renegotiation or market rent review, a change of an index or rate or a reassessment of the lease term.

The lease payments are discounted at the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

#### **Dividend income**

Dividend income is recognised when the right to receive payment is established.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Dividend distributions

Dividend distributions to the company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

#### Restatement of Comparatives

These financial statements have been restated to reflect an error identified in 2023 which pertained to financial years ended 31 December 2022 and 31 December 2021. An error was identified relating to income tax credit which had been recognised incorrectly as an income tax charge decreasing overall profit for both years. The error had a total non-monetary impact of £13,277,000 to the Consolidated Statement of Comprehensive Income and £2,131,000 to the Consolidated Statement of Financial Position.

As a result of the error, Income tax expense recognised in the Consolidated Statement of Comprehensive Income was overstated by £13,277,000 in the year ended 31 December 2022 and £2,131,000 in the year ended December 31 2021. In the Consolidated Statement of Financial Position, Deferred tax liabilities as at 31 December 2022 were overstated by £7,704,000 while Deferred tax assets were understated by the same amount. To correct for the error, the prior year comparatives presented in these financial statements have been restated to reverse the prior year Income tax charge by £13,277,000, increase Deferred tax by £15,408,000, and increase opening retained earnings by £2,131,000.

	(As reported) 31 December 2022 £ 000	(Adjustment) 31 December 2022 £ 000	(As restated) 31 December 2022 £ 000
<b>Consolidated Statement of Comprehensive Income:</b>			
Income tax (expense)/income	(9,524)	13,277	3,753
<b>Consolidated Statement of Financial Position:</b>	-	-	-
Deferred tax liabilities	(7,704)	7,704	-
Deferred tax assets	-	7,704	7,704
Retained earnings as at 1 January 2022	28,027	2,131	30,158
Retained earnings as at 31 December 2022	26,245	15,408	41,653

### 3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience as adjusted for current market conditions and other factors.

#### Critical accounting estimates and assumptions

Management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Estimates 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. The estimates that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.



## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **Useful economic lives of property, plant and equipment and investment management contracts**

The depreciation charge for property, plant and equipment and the amortisation charge for investment management contracts are sensitive to changes in the estimated useful economic lives and residual value of the assets. The useful economic lives and residual values are re-assessed annually in line with the property, plant and equipment and intangible assets accounting policy. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. Investment management contracts are amended where necessary to reflect the current circumstances of the underlying contracts.

#### **Deferred compensation scheme**

The Group has accrued for a long-term deferred compensation scheme which is determined by an estimate of the value of the expected future payments. Actual outcomes could vary from those estimates. Refer to accounting policy, "Employee benefits" on page 37 of these financial statements for further detail.

#### **Development fees**

Development fees are recognised throughout the period in which development management services are provided, on the basis of the amount of work completed in the period. This requires reasonable estimates and judgements to be made. Should any over or under-estimate be made, fees in future periods would be adjusted to reflect this. Total development and development performance fees recognised during the year amounted to £8,283,000 (2022: £8,103,000).

#### **Other investments**

As noted in the accounting policies above, other investments are held at fair value through the Consolidated Statement of Comprehensive Income in accordance with IFRS 9 guidance. The fair value is assessed by the most recent data available at the Consolidated Statement of Financial Position date.

#### **Investments in subsidiaries**

As noted in the accounting policies above, investments in subsidiaries are held at cost. Management reviews the investment at each period end for any signs of impairment.

#### **Impairment of intangible assets**

Intangible assets are tested for impairment in line with the policy described in note 2 to these financial statements. When assessing impairment of intangibles, management considers factors including the long-term growth rate and discount rates applied, and historical experience. Any goodwill impairment is recognised immediately as an expense and is not subsequently reversed.

#### **Impairment of trade and other receivables**

The Group makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

#### **Fair values of contingent liabilities and purchase consideration in a business combination**

Contingent consideration is measured on future fund performance and is subsequently remeasured at each reporting date. Contingent consideration is recognised as non-current trade and other payables on the Statement of Financial Position. Refer to accounting policy, "Business combination" on pages 26 of these financial statements for further detail.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 4 Capital resources and risk management

##### Group and Company

##### *Management of capital*

The objectives inherent in the capital management policy of the Group are:

- To maintain a strong capital base;
- To meet regulatory requirements at all times in all jurisdictions in which the Group operates;
- To ensure that the Group can continue as a going concern; and
- To provide an adequate return to shareholders

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Management view the following as the capital of the Company and Group:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<b>Group</b>		
Called up share capital	1	1
Share premium	202,163	202,163
Capital contribution	80,625	55,833
Retained earnings	30,424	41,653
Non-controlling interests	(683)	(658)
	312,530	298,992
<b>Company</b>		
Called up share capital	1	1
Share premium	202,163	202,163
Capital contribution	80,625	55,833
Retained earnings	7,179	31,686
	289,968	289,683

Under the 2021 Glennmont Sale and Purchase Agreement (“SPA”), deferred consideration is payable to the Glennmont partners 3 years post acquisition in March 2024. As such, an annual valuation is required to align the fair value of the variable consideration to the Glennmont fund performance. During the year ended 31 December 2023, Glennmont fund performance significantly increased due to investor commitments and as a result, the total consideration payable to Glennmont Partners increased by £24,792,000.

The acquisition of Glennmont directly relates to the growth and expansion of Nuveen’s international business, enabling the Nuveen group to provide wider investment management capabilities, across a broader range of asset classes. Therefore, increase in consideration payable to Glennmont partners will be funded by way of a capital contribution from the Group's US parent, Nuveen, LLC.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### *Financial risk management*

Management consider financial risk management on a Group basis. Management consider that the Group has the following risks:

- Liquidity risk
- Market risk
- Foreign currency risk
- Credit risk

#### **Liquidity risk**

The Group is exposed to liquidity risk which is the risk that the Group will have insufficient cash resources to meet its obligations as they fall due. Management manage liquidity risk by performing cash flow forecasting in the operating entities of the Group. Forecasts of liquidity requirements are monitored to ensure the Group has sufficient cash to meet its operational needs. Given the ultimate Group structure the liquidity risk is seen as minimal for the Group. The following are the undiscounted contractual maturities of financial liabilities of the Group:

At 31 December 2023:

<b>Non-derivative financial liabilities</b>	<b>Due in under 3 months £ 000</b>	<b>Due between 3 months and 1 year £ 000</b>	<b>Due between 1 and 2 years £000</b>	<b>Due between 2 and 5 years £000</b>	<b>Total £000</b>
Trade and other payables	130,751	562	-	19,161	150,474
Lease liabilities	538	4,028	-	17,856	22,422
Provisions	486	161	-	-	647
	<u>131,775</u>	<u>4,751</u>	<u>-</u>	<u>37,017</u>	<u>173,543</u>

At 31 December 2022 (As restated):

<b>Non-derivative financial liabilities</b>	<b>Due in under 3 months £ 000</b>	<b>Due between 3 months and 1 year £ 000</b>	<b>Due between 1 and 2 years £000</b>	<b>Due between 2 and 5 years £000</b>	<b>Total £000</b>
Trade and other payables	89,383	10,050	17,879	12,984	130,296
Lease liabilities	183	4,103	-	14,863	19,149
Provisions	-	825	-	-	825
	<u>89,566</u>	<u>14,978</u>	<u>17,879</u>	<u>27,847</u>	<u>150,270</u>

#### **Market risk management**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's market risks arise from (a) a significant reduction in income and valuation to a financial asset or liability and (b) a significant decline in the value of AUM. The Group is able to mitigate risk (to a certain extent) via natural hedging within the Group, being the natural offset of assets and liabilities of the same currency. It is important to note, the use of this approach does not prevent losses outside these limits in the event of more significant market movements.

Sensitivities to market risks included below are based on a change in one factor while holding other factors constant. In practice, this is unlikely to occur, and changes in some of the factors may be correlated – for example, changes in interest rate and changes in foreign currency rate.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **Market risk - foreign exchange**

The Company and its subsidiaries that operate internationally are exposed to foreign exchange risk, primarily with respect to the Euro. Foreign exchange risk arises in respect of those recognised monetary financial assets and liabilities that are not in the functional currency of the respective company entity.

The Group has various financial assets such as trade and other receivables and cash in short-term deposits that arise directly from its operations. The Group's principal financial liabilities are trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations.

Management consider foreign exchange risk on a Group basis rather than on an entity by entity basis. The functional currency of the Group is British Pounds; the functional currencies of the Company and its principal subsidiaries are British Pounds and Euros.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The Group had the following main currency exposures at 31 December 2023:

<i>Currency</i>	<b>Assets £ 000</b>	<b>Liabilities £ 000</b>	<b>Net exposure £000</b>
AUD	4,522	3,520	1,002
CNY	495	96	399
DKK	647	(438)	1,085
EUR	80,614	40,463	40,151
HKD	-	(577)	577
JPY	145	(32)	177
SEK	1,437	(129)	1,566
SGD	13,946	5,603	8,343
CHF	1,766	734	1,032
NOK	13	-	13
NZD	124	(31)	155
KRW	(408)	4	(412)
USD	408	14,736	(14,328)
	<u>103,709</u>	<u>63,949</u>	<u>39,760</u>

The Group had the following main currency exposures at 31 December 2022:

<i>Currency</i>	<b>Assets £ 000</b>	<b>Liabilities £ 000</b>	<b>Net exposure £000</b>
AUD	2,506	1,695	811
CNY	556	146	410
DKK	38	308	(270)
EUR	71,873	7,863	64,010
HKD	4	26	(22)
JPY	805	5	800
SEK	1,271	1,090	181
SGD	7,714	3,068	4,646
CHF	1,463	168	1,295
NOK	238	-	238
NZD	35	(70)	105
KRW	66	(45)	111
USD	17,535	16,631	904
	<u>104,104</u>	<u>30,885</u>	<u>73,219</u>

The Group's exposure to foreign currencies held on the Statement of Financial Position could affect the Group's profit or loss. At 31 December 2023 if GBP had strengthened by 10% against the above currencies and all other variables were held constant, pre-tax profit for the year would have been reduced by £3,976,000 (2022: £7,322,000). This sensitivity analysis is considered to be representative of the Group's position throughout the year.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Credit risk management

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group has no significant concentrations of credit risk. Credit risk arises from cash and cash equivalents held at banks and trade receivables. The Company's subsidiaries' main customers are property owning companies. Cash balances are held with high credit quality financial institutions (BBB+ grade) and the Group has policies to limit the amount of credit exposure to any financial institution. No financial assets are deemed to be impaired or past due at year end.

No (2022: no) credit limits were exceeded during the reporting year, and management does not expect any losses for non-performance by counterparties.

Management reviews aged debtors regularly including any provision for expected credit losses. The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due

#### Operational risk

Operational risk is the risk that the Group will sustain losses as a result of inadequate or failed internal processes, people, systems, or external events. In addition, the Group could also suffer loss through reputational damage arising from operational failures. The Group operates a system of controls which are designed to ensure that operational risks are mitigated and dealt with in a timely manner if they do arise.

#### Regulatory/legal risk

Regulatory/legal risk is the risk that a change in laws or regulations will materially affect the Group, or the markets in which it operates. The Group is subject to regulations in several different jurisdictions, and currently the pace of change is significant. This may impact the Group either directly or indirectly by reducing clients' appetite for products, or by increasing the capital requirement.

Regulatory developments are continuously monitored and assessed for their impact.

## 5 Revenue

#### Group

The analysis of the Group's revenue for the year from continuing operations is as follows:

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Management fees	120,464	98,249
Development fees	8,283	8,103
Transaction fees	3,136	4,237
Performance fees	4,046	12,812
	<u>135,929</u>	<u>123,401</u>

#### Company

During the year the Company did not receive any dividends (2022: £nil).

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 6 Administrative expenses

##### Group

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Staff costs	163,725	143,554
Depreciation on right-of-use assets	5,373	4,140
Depreciation on property, plant and equipment	3,564	1,927
Amortisation expense	6,615	7,405
Foreign exchange losses	1,836	2,247
Profit on disposal of property, plant and equipment	(111)	-
Other administrative expenses	<u>62,611</u>	<u>29,433</u>
	<u><u>243,613</u></u>	<u><u>188,706</u></u>

##### Company

The Company's administrative expenses during the year relate to the fair value adjustment on the Glennmont partner buyout £24,792,000 (2022 gain: £13,591,000) partially offset by other administrative expenses £251,000 (2022: 2,654,000) recognised through the Statement of Comprehensive Income.

#### 7 Auditors' remuneration

##### Group

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Audit of the Company and subsidiary financial statements	<u>1,088</u>	<u>1,155</u>
<b>Other fees to auditors</b>		
Non-audit services	<u>-</u>	<u>(1)</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Company

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
*Audit of the Company financial statements	227	233
	227	233
	227	233

\*All fees payable to the Company's auditors relate to the audit of the Company's financial statements, so no split for non-audit services is required.

#### 8 Directors' remuneration

The following emoluments were paid by the Company and the other Group companies in respect of the services of Directors of the Company and other Group companies:

#### Group

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Wages and salaries	610	645
Other pension costs	65	63
	675	708
	675	708

The emoluments paid by the Company and the other Group companies in respect of services provided by the highest paid Director of the Company and other Group companies were as follows:

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Wages and salaries	400	454
Other pension costs	46	46
	446	500
	446	500

During the year, the amount of accrued Directors' emoluments totaled £5,074,000 (2022: £5,134,000). The emoluments are carried at the fair value of the estimated future payments.

#### Company

The emoluments of D. D. Morton and M. J. L. Sales are paid by Nuveen Administration Limited which makes no recharge to the Company (2022: £nil). The emoluments of O. Salami are paid by the ultimate parent, TIAA with no recharge being made to the Company (2022: £nil). The Directors are directors of a number of fellow subsidiaries and their total emoluments are included in the aggregate of directors' emoluments disclosed in those financial statements.



## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 9 Employee information

##### Group

The aggregate staff costs were as follows:

	<b>2023</b> <b>£ 000</b>	<b>2022</b> <b>£ 000</b>
Wages and salaries	134,091	113,837
Social security costs	7,818	7,165
Pension costs, defined contribution scheme	7,400	5,907
Redundancy	7,237	8,621
Other employee expense	7,179	8,024
	<u>163,725</u>	<u>143,554</u>

The average number of persons employed by the Group during the year, analysed by category was as follows:

	<b>2023</b> <b>No.</b>	<b>2022</b> <b>No.</b>
Support & administration	314	268
Investment professionals	227	213
Business development & marketing	71	68
	<u>612</u>	<u>549</u>

##### Company

The Company has no employees (2022: nil).

#### 10 Other operating income

##### Group

	<b>2023</b> <b>£ 000</b>	<b>2022</b> <b>£ 000</b>
Transfer pricing - related parties	99,199	70,369
Miscellaneous other operating income	3,053	1,448
	<u>102,252</u>	<u>71,817</u>

##### Company

	<b>2023</b> <b>£ 000</b>	<b>2022</b> <b>£ 000</b>
Transfer pricing - related parties	34	-
	<u>34</u>	<u>-</u>

Transfer pricing income relates to an allocation to other TIAA affiliated entities.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 11 Finance income

##### Group

	2023 £ 000	2022 £ 000
<b>Finance income</b>		
Other interest receivable	530	117
Total finance income	530	117

#### 12 Finance costs

##### Group

	2023 £ 000	2022 £ 000
<b>Finance costs</b>		
Other interest expense	655	685
Total finance costs	655	685

#### 13 Income tax expense

##### a) Analysis of tax charge for the year

##### Group

Tax charged in the Statement of Comprehensive Income

		(As restated)
	2023 £ 000	2022 £ 000
<b>Current taxation</b>		
UK corporation tax	5,623	2,885
<b>Deferred taxation</b>		
Current year deferred tax (credit)	(463)	(6,638)
Tax charged in the Statement of Comprehensive Income	5,160	(3,753)

##### Company

During the year the Company did not incur any income tax expense (2022: £nil).

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### b) Factors affecting the tax charge for the year

##### Group

The difference between the total current tax charge shown above and the amount calculated applying the standard rate of UK corporation tax to the (loss)/profit before tax is as follows:

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
(Loss)/profit before tax	<u>(5,557)</u>	<u>5,944</u>
Tax on profit before tax on ordinary activities at standard corporation tax rate of 23.5% (2022: 19.0%)	(1,306)	1,129
<b>Tax effect of:</b>		
Decrease (increase) from effect of revenues exempt from taxation	(1,114)	-
Increase from effect of expenses not deductible in determining taxable profit	7,202	1,327
Increase (decrease) from effect of foreign tax rates	(183)	(233)
Deferred tax prior period adjustment	466	(6,399)
Deferred tax rate change	(58)	-
Short-term timing differences	<u>153</u>	<u>423</u>
Total tax charge/(credit)	<u>5,160</u>	<u>(3,753)</u>

#### Factors that may affect future tax charges

Effective from 1 April 2023, the UK corporation tax rate increased from 19% to 25% and the average rate applied for the year was 23.5%. Accordingly, these rates have been considered when calculating the closing deferred tax balances at the Statement of Financial Position date.

#### 14 Financial instruments

##### Group

##### Financial assets

##### Financial assets at fair value through profit or loss

	<b>Carrying value</b>		<b>Fair value</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>	<b>£ 000</b>	<b>£ 000</b>
Other investments	<u>1,168</u>	<u>917</u>	<u>1,168</u>	<u>917</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Financial assets at amortised cost

	Carrying value		Fair value	
	2023	2022	2023	2022
	£ 000	£ 000	£ 000	£ 000
Cash and cash equivalents	118,450	82,309	118,450	82,309
Trade and other receivables	116,736	118,187	116,736	118,187
	<u>235,186</u>	<u>200,496</u>	<u>235,186</u>	<u>200,496</u>

#### Financial liabilities

##### *Financial liabilities at amortised cost*

	Carrying value		Fair value	
	2023	2022	2023	2022
	£ 000	£ 000	£ 000	£ 000
Trade and other payables	<u>150,474</u>	<u>130,296</u>	<u>150,474</u>	<u>130,296</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 15 Property, plant and equipment

##### Group

	Leasehold improvements £ 000	Office Equipment £ 000	Computer software £ 000	Furniture and fixtures £ 000	Computer hardware £ 000	Total £ 000
<b>Cost</b>						
At 1 January 2022	1,519	3,190	6,212	543	1,909	13,373
Revaluation recognised in other comprehensive income	(6)	(2)	2	(58)	196	132
Additions	862	94	3,119	346	771	5,192
At 31 December 2022	<u>2,375</u>	<u>3,282</u>	<u>9,333</u>	<u>831</u>	<u>2,876</u>	<u>18,697</u>
Additions	242	378	6,906	169	1,364	9,059
Disposals	-	(7)	-	(3)	(205)	(215)
Translations	(32)	(30)	(1)	(36)	(6)	(105)
At 31 December 2023	<u>2,585</u>	<u>3,623</u>	<u>16,238</u>	<u>961</u>	<u>4,029</u>	<u>27,436</u>
<b>Accumulated Depreciation</b>						
At 1 January 2022	716	2,902	5,823	421	1,404	11,266
Charge for year	390	162	833	88	454	1,927
Foreign exchange movements	(16)	(14)	2	(85)	180	67
At 31 December 2022	<u>1,090</u>	<u>3,050</u>	<u>6,658</u>	<u>424</u>	<u>2,038</u>	<u>13,260</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

	Leasehold improvements £ 000	Office Equipment £ 000	Computer software £ 000	Furniture and fixtures £ 000	Computer hardware £ 000	Total £ 000
Charge for the year	466	165	2,219	96	618	3,564
Eliminated on disposal	-	-	-	-	(102)	(102)
Translations	(20)	(14)	(2)	(7)	(2)	(45)
At 31 December 2023	<u>1,536</u>	<u>3,201</u>	<u>8,875</u>	<u>513</u>	<u>2,552</u>	<u>16,677</u>
<b>Net Book Value</b>						
At 31 December 2023	<u>1,049</u>	<u>422</u>	<u>7,363</u>	<u>448</u>	<u>1,477</u>	<u>10,759</u>
At 31 December 2022	<u>1,285</u>	<u>232</u>	<u>2,675</u>	<u>407</u>	<u>838</u>	<u>5,437</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 16 Leases

##### Group

##### (i) Amounts recognised in the Statement of Financial Position

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>Right-of-use assets</b>		
Buildings	19,515	16,713
Vehicles	39	139
	<u>19,554</u>	<u>16,852</u>
	<u>19,554</u>	<u>16,852</u>
<b>Lease liabilities</b>		
Current	4,566	4,286
Non-current	17,856	14,863
	<u>22,422</u>	<u>19,149</u>
	<u>22,422</u>	<u>19,149</u>

##### (ii) Amounts recognised in the Statement of Comprehensive Income

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>Depreciation charge on right-of-use assets</b>		
Buildings	5,315	4,058
Vehicles	58	82
	<u>5,373</u>	<u>4,140</u>
	<u>5,373</u>	<u>4,140</u>
Interest expense (included in finance cost)	393	344

The total cash outflow for leases in 2023 was £5,049,000 (2022: £3,941,000).

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 17 Intangible assets

##### Group

	Goodwill £ 000	Investment management contracts £ 000	Internally generated software development costs £ 000	Total £ 000
<b>Cost:</b>				
At 1 January 2022	175,059	88,347	-	263,406
Additions	-	-	384	384
At 31 December 2022	<u>175,059</u>	<u>88,347</u>	<u>384</u>	<u>263,790</u>
Additions	-	-	29	29
Impairment	-	(151)	-	(151)
Foreign exchange movements	-	27	-	27
At 31 December 2023	<u>175,059</u>	<u>88,223</u>	<u>413</u>	<u>263,695</u>
<b>Accumulated Amortisation and impairment:</b>				
At 1 January 2022	-	38,036	-	38,036
Amortisation charge	-	7,191	213	7,404
Impairment	-	3,560	-	3,560
At 31 December 2022	<u>-</u>	<u>48,787</u>	<u>213</u>	<u>49,000</u>
Amortisation charge	-	6,540	75	6,615
Impairment	-	734	-	734
Foreign exchange movements	-	-	3	3
At 31 December 2023	<u>-</u>	<u>56,061</u>	<u>291</u>	<u>56,352</u>
<b>Net Book Value</b>				
At 31 December 2023	<u>175,059</u>	<u>32,162</u>	<u>122</u>	<u>207,343</u>
At 31 December 2022	<u>175,059</u>	<u>39,560</u>	<u>171</u>	<u>214,790</u>



## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The future recurring revenues of the purchased investment management contracts ("IMC") have been valued using a discounted cash flow model over the useful economic life of the underlying contracts.

The IMC's are amortised between 1 - 15 years. The remaining amortisation period of the IMCs are between 1 - 15 years.

Development costs that are capitalised as part of the internally generated software include employee costs and an appropriate portion of relevant overheads. Internally generated software is amortised from the point at which the asset is ready for use.

The internally developed software is amortised over a period of 5 years. The remaining amortisation period of the software is between 4 - 5 years.

Amortisation of intangible assets is recognised within administrative expenses. In accordance with IAS 36 'Impairment of Assets' management has calculated the recoverable amount of both goodwill and the investment management contracts via a combination of discounted cash flow and EBITDA valuation models.

The goodwill is not amortised but is subject to an impairment review every year, as and when indicators of impairment exists.

The Group considers itself to have a single cash generating unit to which goodwill is allocated. The recoverable value of goodwill for the Company at year end has been determined by a value in use calculation, using cash flows based on the Group's 1 year operating plan approved by the board, and a terminal value for the period thereafter. The key assumptions applied to the Group's 5 year operating plan are market performance and net fund flows.

The terminal value has been calculated using a long-term growth rate of 3% in perpetuity.

A pre-tax risk adjusted discount rate of 13% (2022: 10%) has been applied. The resulting value in use has been compared with the carrying value of the Group's intangible assets to determine if an impairment is required.

Sensitivity analysis has been performed by adjusting key assumptions, such as the discount rate and growth rate. The model continued to show headroom over the carrying value and thus there were no impairment charges in 2023.

As part of the impairment review, a number of scenarios have been run in isolation to identify the points at which impairments would potentially need to be recognised. The cut-off at which each of the inputs would create an impairment are as follows, based on an already stressed case which excludes the performance fee due:

The carrying amount of IMC's has been reduced for closed and divested funds. through recognition of an impairment loss. This loss is recognised in the consolidated Statement of Comprehensive Income.

	<b>Current inclusion for impairment review</b>	<b>Cut-off for impairment at each change in inputs</b>
Pre-tax discount rate applied to the cash flow projections	13%	17.7%
Achievement of Operating Plan	100%	65%
Growth in Perpetuity	3%	(5.3%)

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

There remains flexibility within the Group's cost base to manage profitability via adjustments to variable remuneration.

Management considers that the likelihood of any or all of the above scenarios occurring is low.

#### 18 Investments

##### Group subsidiaries

All subsidiary undertakings of the Group as listed below have share capital consisting solely of ordinary shares. The proportion of shares held by the Group equates to the proportion of voting rights. All subsidiary undertakings have been included in these consolidated financial statements. Details of the group subsidiaries as at 31 December 2023 are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Nuveen International Holdings 3 Limited	International Holding company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 100%	100%
Nuveen Management Limited	Investment Holding company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen Limited	FCACO Holding company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen Holdings Limited	Europe Holding company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen Holdings Limited	Group Holding company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen Limited	Administration company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen Management International Limited	Investment Operating company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%
Nuveen AIFM Limited	Management Operating company	201 Bishopsgate, EC2M 3BN United Kingdom	London, 99%	99%

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Henderson European Retail Property Fund Management S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	93.4%	93.4%
Nuveen Management Company (Luxembourg) S.à.r.l	Operating company No1	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	93.4%	93.4%
Nuveen Management Limited	Property (Jersey)	Operating company 11-15 Seaton Place, St Helier, Jersey, JE4 0QH	99%	99%
Nuveen Management Limited	Fund (Jersey)	Operating company 11-15 Seaton Place, St Helier, Jersey, JE4 0QH	99%	99%
Nuveen Private Limited	Singapore	Operating company 50 Raffles Place, #06-00 Singapore, Land Tower, 048623 Singapore	99%	99%
Nuveen (France) SAS	Operating company	7, rue Scribe – 75009 Paris France	99%	99%
CLOF II (GP) Limited	Related to CLOF fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Matador LP Partner Limited	General Dormant	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Nuveen Secretarial Limited	Corporate Services	Dormant 201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Nuveen Limited	Operations	Dormant 201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Nuveen Limited	Australia	Operating company 44 Martin Place, Sydney, NSW 2000 Australia	99%	99%
OMP (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
UK OM (LP1) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
UK OM (LP1) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
UK OM (LP2) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
UK OM (LP2) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
UK OM (LP3) (GP) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
UK OM (LP3) Limited	Related to OMP fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Nuveen Italy S.r.l.	Operating company	Piazza Pio XI, 1, 20123 Milan Italy	99%	99%
Islazul General Partner S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
Anglo-Sino Henderson Investment Consultancy (Beijing) Co Ltd	Operating company	Unit 22/23B, 36/F, China World Tower, No.1 Jianguomenwai Avenue, Chaoyang District, 100004 Beijing China	99%	99%
Nuveen (Shanghai) Co Ltd	Operating company	Suite 955 to Suite 965,9/F, Eco City, No.1788,Nanjing West Road, Jing 'An District, Shanghai China	99%	99%
Nuveen Real Estate Debt Partners (GP) S.à.r.l	Operating company	8 rue Lou Hemmer, L-174 Luxembourg	99%	99%

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
T-C Lux Investments GP S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
Enhanced Debt Carry (GP) S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
European Cities Partnership (GP) S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
Nuveen Management Austria GmbH	Operating company	Wipplingerstraße 33, 1010 Vienna Austria	99%	99%
Nuveen Management Finland Oy	Operating company	Mannerheimintie 20, 00100 Helsinki Finland	99%	99%
ERES APAC II (GP) S.à.r.l	Operating company	8 rue Lou Hemmer, L-174 Luxembourg	99%	99%
Nuveen Real Estate Debt Partners II (GP) S.à.r.l	Operating company	8 rue Lou Hemmer, L-174, Luxembourg	99%	99%
CLOF II Vanquish Limited	Related to CLOF fund	11-15 Seaton Place, St Helier, Jersey, JE4 0QH	99%	99%
Tokyo Multifamily Pte Ltd	Related to Tokyo Multifamily Fund	8 Robinson Road #14-00 ASO Building Singapore	99%	99%
Nuveen Alternatives Europe S.à.r.l	Operating company	4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
Nuveen Management S.à.r.l	Asset Europe	Operating company 4a rue Henri M Schnadt, L-2530 Gasperich Luxembourg	99%	99%
Nuveen Real Estate Services (Austria)	Operating company GmbH	Falkestraße 1, A-1010 Vienna Austria	99%	99%
ERES Europe II (GP) S.à.r.l	Operating company	4A, rue Henri Schnadt, L-2530 Luxembourg Luxembourg	99%	99%

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Nuveen Real Estate Debt Partners III (GP) S.à.r.l	Operating company	8 rue Loue Hemmer, L-1748 Senningerberg Luxembourg	99%	99%
Clean Energy Partners Holdco LLP	Holding company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Glennmont Management Ltd	Asset Operating company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Clean Energy Partners LLP	Operating company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Glennmont Europe S.à r.l.	REBS Related to Glennmont REBS Europe Fund	412F, route d'Esch, L-2086 Luxembourg	99%	99%
Glennmont Partners III S.à r.l.	Related to Glennmont Clean Energy Fund	412F, route d'Esch, L-2086 Luxembourg	99%	99%
Glennmont Partners IV S.à r.l.	Related to Glennmont Clean Energy Fund	412F, route d'Esch, L-2086 Luxembourg	99%	99%
Clean Energy Partners CEP Services Ltd	Administration company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Clean Energy Partners CEP2012 Limited	Holding company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Glennmont Partners I Limited	Related to Glennmont Clean Energy Fund	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
NRE Storage Portfolio Limited	Holding company	201 Bishopsgate, London, EC2M 3BN United Kingdom	99%	99%
Nugreen Services AB	Operating company	Bolagsrätt Sundsvall AB, Box 270, 851 04 Sundsvall, Stockholm Sweden	82%	82%
European Core-Plus Logistics Fund (GP) S.à r.l	Related to European Logistics Fund	4a rue Henri M Schnadt, L-2530 Gasperich, Luxembourg	99%	99%

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights held	
			2023	2022
Japan Alternatives Living GP Pte. Ltd	Holding company	1 George Street, #14-05 One George Street, Singapore (049145)	99%	99%
Nuveen GmbH	Switzerland Operating company	Fraumünsterstrasse 16, Level 1, FlexOffice, Fraumünster, 8001, Zürich	99%	99%
European Renewable Infrastructure S.à r.l.	Core Related to European Core Renewable Fund	8 rue Lou Hemmer, 1748 Senningerberg, Luxembourg	99%	99%
Nuveen Transition Fund II GP S.a.r.l.	Energy Operating company European	6, rue Gabirel Lippmann, L-5365 Munsbach, Luxembourg	99%	99%
COR Partners Pty Ltd	Operating company	Level 25, 1 O'Connell St Sydney, NSW, 2000 AUSTRALIA Australia	15%	0%

#### Subsidiaries exempt from audit

The following subsidiary undertakings are exempt from the requirements of the Companies Act 2006 relating to the audit of financial statements under section 479A (section 479A(2)(d)).

Each member of the subsidiary undertakings has consented to an audit exemption in respect of the financial year given below.

The parent guarantees all outstanding liabilities to which the subsidiary undertaking is subject to at the end of the financial year to which the guarantee relates.

## **Nuveen International Holdings 2 Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2023**

#### **For financial year ending 31/03/2024**

OMP (GP) Limited - SC344934

UK OM (LP1) (GP) Limited - 06605589

UK OM (LP2) (GP) Limited - 06605594

UK OM (LP3) (GP) Limited - 06605608

#### **For financial year ending 30/09/2023**

CLOF II (GP) Limited - SC376961

#### **For financial year ending 31/12/2023**

Clean Energy Partners CEP2012 Limited - 08224625

Clean Energy Partners CEP Services Ltd - 08209483

The following subsidiary undertakings are dormant and entitled to exemption from audit under section 480 of the Companies Act 2006.

Each member of the subsidiary undertakings has not required the subsidiary to obtain an audit of its individual financial statements in accordance with section 476 of the Companies Act 2006.

Furthermore, these subsidiary undertakings are exempt from the requirements of the Companies Act 2006 relating to the preparation and filling of individual financial statements under section 394A and 448A respectively.

The Parent guarantees all outstanding liabilities to which the subsidiary undertaking is subject to at the end of the financial year to which the guarantee relates.

#### **For financial year ending 31/12/2023**

Matador LP General Partner Limited - SC286874

Nuveen Corporate Secretarial Services Limited - 08938611

Nuveen Operations Limited - 09084229

NRE Storage Portfolio Limited - 13694452

#### **For financial year ending 31/03/2024**

UK OM (LP1) Limited - 06605586

UK OM (LP2) Limited - 06605579

UK OM (LP3) Limited - 06605583



## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

<b>Company Subsidiaries</b>	<b>£ 000</b>
<b>Cost:</b>	
At 1 January 2023	309,588
At 31 December 2023	309,588
<b>Net Book Value</b>	
<b>At 31 December 2023</b>	<b>309,588</b>
<b>At 31 December 2022</b>	<b>309,588</b>

Management tests investments held for impairment annually. An impairment is recognised in the Statement of Comprehensive Income immediately when the carrying value of the investment is greater than the enterprise value. The enterprise value is determined by multiplying earnings before interest, taxation, depreciation and amortisation by 9.5, plus the net assets. The Group presumes that so long as the principal activity of the Company has not changed, the carrying value transfers to other similar investments held on the Statement of Financial Position. Furthermore, the similar investments' enterprise value must also support the transfer without assuming any individual investment's carrying value above its cost otherwise, an impairment may be recognised. At 31 December 2023 it has been determined that the carrying value of each investment is less than the enterprise value and therefore no impairment is required.

#### 19 Other investments

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<i>Unquoted</i>		
Financial assets	1,168	917
	1,168	917

The financial assets classified for sale relate to investments in Asia Pacific Cities Fund - £1,127,000 (2022: £848,000), Glennmont - £26,000 (2022: £53,000), LOOP V (formerly LOOP IV) - £8,000 (2022:£8,000), and China Outlet Mall Fund - £7,000 (2022: £8,000).

These investments are measured at fair value through the Consolidated Statement of Profit or Loss as at the Statement of Financial Position date, are included in fair value category level 3, and are denominated in the following currencies:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Australian Dollars	725	761
United States Dollars	416	102
European Euro	27	54
	1,168	917

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The table below shows the movement in other investments during the year.

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Opening balance	917	757
Additions	319	25
Disposals	(26)	-
Net fair value movements through profit or loss	(2)	96
Translations	(40)	39
	1,168	917

All of the investments are unquoted equity instruments and are not traded in any active markets. The Group relies upon a number of inputs to determine the fair value of these investments including investor statements issued by the custodial financial institutions and the financial statements published by the investment. The Group implements simplistic valuation techniques as it assumes the fair value listed on the investor statements and applies its' interest to the total net asset value reported on the financial statements to determine the fair value. As the financial statements are not observable market data, these investments are deemed to be level 3 as mentioned above.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 20 Trade and other receivables

	Group		Company	
	2023 £ 000	2022 £ 000	2023 £ 000	2022 £ 000
<i>Current</i>				
Trade receivables	39,020	43,642	-	-
Amounts owed by related parties	45,533	36,558	30,388	5,673
Accrued income	30,900	35,112	270	366
Prepayments	1,023	696	-	-
Other receivables	228	2,101	-	-
	<u>116,704</u>	<u>118,109</u>	<u>30,658</u>	<u>6,039</u>
<i>Non-current</i>				
Long-term loans	<u>33</u>	<u>77</u>	<u>-</u>	<u>-</u>
	<u>116,737</u>	<u>118,186</u>	<u>30,658</u>	<u>6,039</u>

The fair value of those trade and other receivables classified as financial assets held at amortised cost are disclosed in the financial instruments note.

All non-current receivables are due within 10 years of the reporting date.

The Group's exposure to credit and market risks, including impairments and allowances for credit losses, relating to trade and other receivables is disclosed in the credit risk section of note 4, Capital resources and risk management.

The amounts owed by Group undertakings are unsecured, interest free, have no fixed date of repayments and are payable on demand.

#### 21 Deferred tax liability (asset)

Deferred tax is recognised in respect of the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. All of the movements in deferred taxation are charged through the Statement of Comprehensive Income as there are not any unrecognised temporary differences.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The analysis of the Group's recognised temporary differences are as follows:

#### Group - Deferred tax

	<b>2023</b>	<b>(As restated)</b>
	<b>£ 000</b>	<b>2022</b>
		<b>£ 000</b>
Provision at the start of the year	(7,704)	(1,065)
Release of bonus accruals	(1,345)	(2,442)
Tax losses	303	(3,941)
Accelerated capital allowances	172	(256)
Deferred tax change in rate	(58)	-
Prior period adjustment	466	-
	<u>466</u>	<u>-</u>
Provision at end of year	<u>(8,166)</u>	<u>(7,704)</u>

The deferred tax asset of £8,166,000 (2022: £7,704,000) has arisen as a result of the origination of temporary differences in relation to the timing of bonus accruals, tax losses, and accelerated capital allowances to the extent that the realisation of the related tax benefit through future taxable profits is probable.

#### 22 Cash and cash equivalents

	Group		Company	
	2023	2022	2023	2022
	£ 000	£ 000	£ 000	£ 000
Cash at bank	<u>118,450</u>	<u>82,309</u>	<u>496</u>	<u>2,122</u>

#### 23 Called up share capital

##### Group and company

##### Authorised

	2023		2022	
	No.	£	No.	£
Ordinary shares of £1 each	<u>600</u>	<u>600</u>	<u>600</u>	<u>600</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Allotted, called up and fully paid shares

	2023		2022	
	No.	£	No.	£
Issued, called up and fully paid share capital of £1 each	500	500	500	500
Issued, called up and unpaid share capital of £1 each	100	100	100	100
	<u>600</u>	<u>600</u>	<u>600</u>	<u>600</u>

#### 24 Share Premium

##### Share premium

##### Group and company

	2023 £ 000	2022 £ 000
Share premium account	<u>202,163</u>	<u>202,163</u>
	<u>202,163</u>	<u>202,163</u>

#### 25 Parent and ultimate parent undertaking

The company's immediate parent is Nuveen Real Estate Global LLC which consolidates to Nuveen, LLC, a wholly owned subsidiary of Teachers Insurance and Annuity Association of America. These financial statements are available upon request from:

730 Third Avenue  
New York  
NY10017  
United States of America

The ultimate controlling party is TIAA.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Teachers Insurance and Annuity Association, incorporated in United States.

The address of Teachers Insurance and Annuity Association is:

730 Third Avenue  
New York  
NY 10017

The parent of the smallest group in which these financial statements are consolidated is TH Real Estate Global, LLC, incorporated in United States.

The address of TH Real Estate Global, LLC is:

730 Third Avenue  
New York  
NY 10017

#### 26 Non-controlling interests

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

	<b>Nuveen Investment Management Holdings Limited</b>	
	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Non-current assets	210,184	210,184
Current assets	13,998	1,314
	<u>224,182</u>	<u>211,498</u>
Current liabilities	13,521	824
Net assets	<u>210,661</u>	<u>210,674</u>
Loss before tax	<u>(13)</u>	<u>(70)</u>
Accumulated non-controlling interest	<u>273</u>	<u>203</u>

Movements in non-controlling interests during the year can be summarised as follows:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Opening balance	(658)	(643)
Non-controlling share of comprehensive profit for the year	(215)	(15)
Dividends paid to non-controlling interests during the year	(37)	-
Transactions with non-controlling interests during the year	227	-
<b>Closing balance</b>	<u>(683)</u>	<u>(658)</u>

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 27 Trade and other payables

	Group		Company	
	2023 £ 000	2022 £ 000	2023 £ 000	2022 £ 000
<i>Current</i>				
Accrued expenses	20,833	22,613	231	113
Accrued bonus	66,560	69,204	216	192
Deferred consideration	40,787	-	40,787	-
Other payables	3,134	7,616	-	-
Amounts due to related parties	-	-	9,056	9,172
	<u>131,314</u>	<u>99,433</u>	<u>50,290</u>	<u>9,477</u>
<i>Non-current</i>				
Accruals and deferred income	95	192	-	-
Deferred compensation	19,066	30,670	-	18,093
	<u>19,161</u>	<u>30,862</u>	<u>-</u>	<u>18,093</u>

The fair value of the trade and other payables classified as financial instruments are disclosed in the financial instruments note.

The Group's exposure to market and liquidity risks, including maturity analysis, related to trade and other payables is disclosed in the financial risk management and impairment note.

Amounts owed to related parties are unsecured, interest free, have no fixed date of repayment and are payable on demand.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 28 Provisions

##### Group

	<b>2023</b> <b>£ 000</b>
At 1 January 2023	825
Increase (decrease) in existing provisions	(168)
Increase (decrease) due to foreign exchange differences	<u>(10)</u>
At 31 December 2023	<u>647</u>
Current liabilities	<u>647</u>

As a result of a legal tax provision, a portion of the balance has been released during the year for £168,000 (2022 provision raised: £761,000). The remaining balance due to be settled is payable to related parties as part of the consideration for the Glennmont acquisition and an amount due to German tax authorities. The Group has determined that it is probable it is still due to be paid.

##### Company

	<b>2023</b> <b>£ 000</b>
At 1 January 2023	496
Increase (decrease) due to foreign exchange differences	<u>(10)</u>
At 31 December 2023	<u>486</u>
Current liabilities	<u>486</u>

As a result of foreign exchange gain, a portion of provision has been released during the year for £10,000 (2022 provision raised: £26,000). The remaining balance due to be settled is payable to related parties as part of the consideration for the Glennmont acquisition. The Company has determined that it is probable it is still due to be paid.

#### 29 Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in the Group sections of this note. All trading balances do not bear interest and have no fixed term for repayment. Non-current balances do not incur interest and repayment will take place once the associated entity starts to make sufficient operating profit to facilitate this, as such it is not possible to predict when repayment will occur.



## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

The following amounts were payable at year end:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<i>Amounts receivable from/(payable to) other related parties:</i>		
Nuveen Alternative Advisors LLC	74,465	43,629
Teachers Insurance and Annuity Association	2,139	1,137
Nuveen International Holdings 1 Limited	896	945
Gresham Investment Management LLC	1,544	11,746
Nuveen Hong Kong Limited	(863)	(2,070)
Nuveen Japan Limited	153	(1,022)
Westchester Investment Management LLC	120	150
Nuveen Korea Co Limited	(341)	1
Nuveen Services, LLC	93	158
TIAA Real Estate Account	1,914	174
	<b>80,120</b>	<b>54,848</b>

The amounts outstanding are unsecured, carry no interest and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

### 30 Commitments

#### Group

Other than the commitments under leases disclosed in note 16 and deferred consideration in note 27, the Group and Company have no further commitments.

## Nuveen International Holdings 2 Limited

### Notes to the Financial Statements for the Year Ended 31 December 2023

#### 31 Leases

##### Group

##### Non-cancellable operating leases

The Group leases various offices, vehicles and printers under non-cancellable operating leases expiring within six months to eight years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

From 1 January 2019, the Group has recognised right-of-use assets for these leases, except for short-term and low-value leases. See note 16 for further information.

	<b>2023</b>	<b>2022</b>
	<b>£ 000</b>	<b>£ 000</b>
Not later than one year	136	185

#### 32 Events after the reporting period

No events occurred after the Statement of Financial Position date that have a material impact on the financial statements. The Directors have not received any further information as at the approval date which has not been reflected in the financial statements presented.

## Nuveen International Holdings 2 Limited

### Historical Cost Basis U.S. GAAP (unaudited)

The consolidated financial statements of the Group and Company are prepared in accordance with UK-adopted international accounting standards which differs in certain respects from accounting principles generally accepted in the United States of America (“US GAAP”). The unaudited tables below summarise the results under UK-adopted international accounting standards and the historical cost basis of accounting of US GAAP for year ended 31 December 2023.

	UK-adopted international accounting standards		U.S. GAAP	
	2023 £ 000	2022 £ 000	2023 £000	2022 £000
Non-current assets	247,118	245,850	247,118	245,850
Current assets	238,955	203,412	238,955	203,412
<b>Total assets</b>	<b>486,073</b>	<b>449,262</b>	<b>486,073</b>	<b>449,262</b>
Non-current liabilities	37,017	45,725	37,017	45,725
Current liabilities	136,526	104,545	136,526	104,545
<b>Total liabilities</b>	<b>173,543</b>	<b>150,270</b>	<b>173,543</b>	<b>150,270</b>
<b>Net assets</b>	<b>312,530</b>	<b>298,992</b>	<b>312,530</b>	<b>298,992</b>
<b>Profit before tax</b>	<b>(5,557)</b>	<b>5,944</b>	<b>(5,557)</b>	<b>5,944</b>