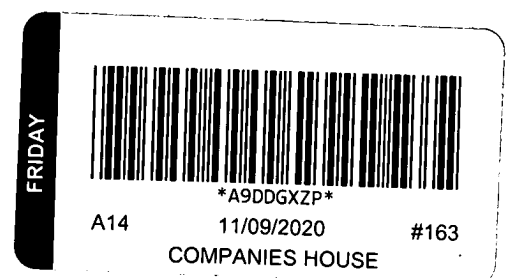


CIP Threadneedle UK Property Nominee No. 2 Limited

(Registered Number: 05444256)

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the year ended 31 December 2019



CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2019

The Directors present their report and the financial statements of CIP Threadneedle UK Property Nominee No. 2 Limited ("the Company") for the year ended 31 December 2019.

Principal activities and business review

The Company acts as a bare nominee on behalf of Citibank Europe Plc ("CEP") in relation to property investments of which the parent is a depositary.

The Company did not earn any revenues nor incur any expenses during the year or in the preceding year and, as a consequence, the Company has made neither a profit nor a loss in respect of the year or preceding year. The state of affairs of the Company as at the year-end is detailed in the balance sheet.

Events after the reporting period

A novel strain of coronavirus ("COVID-19") that first surfaced in China was classified as a pandemic by the World Health Organization on March 11, 2020, impacting countries globally. The potential impacts from COVID-19 remain uncertain, including, among other things, on economic conditions, businesses and consumers.

This is a non-adjusting event and it is not expected to have any material financial effects to the Company.

Going concern

The financial statements are prepared on a going concern basis, as the Directors are satisfied that the Company has the resources to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions, including the implications from the pandemic ("COVID-19") outbreak. The Directors have no plans to change the Company's principal activities.

Strategic Report

Section 414B of the Companies Act 2006 states that a company is entitled to the small companies exemption in relation to the strategic report for the financial year if it would be so entitled but for being a member of an ineligible group. The Company has elected to exercise this exemption in relation to the preparation of a Strategic Report for this financial year as it meets the definition of a small company.

Dividends

The Company did not pay an interim dividend during the year (2018: £nil) and the Directors do not recommend the payment of a final dividend in respect of the year (2018: £nil).

Directors

The Directors who held office during the year ended 31 December 2019 and since year end were:

S L Clark
T C Craig (appointed on 25 September 2019)
I J Davis (resigned on 13 September 2019)
A M Murphy
R P Thomas (appointed on 2 January 2019)

Directors' indemnity

The Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2019

Statement of Directors' responsibilities in respect of the Directors' Report and Financial Statements

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under Company law the 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 Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Environment

The Company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by its activities. Initiatives designed to minimise the Company's impact on the environment include safe disposal of waste, recycling and reducing energy consumption.

Employees

There were no persons employed by the Company during the year and no persons have been employed by the Company since the year end.

Political contributions

The Company made no political contributions or incurred any political expenditure during the year (2018: £nil).

CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2019

Disclosure of information to auditor

In accordance with section 418 of the Companies Act 2006 and subject to all the provisions of section 418, the Directors who held office at the date of approval of this Directors' Report confirm that:

- so far as each is aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each Director has taken all the steps that he/ she ought to have taken as a Director to make himself/ herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Auditor

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



T C Craig
Director
10 August 2020

Incorporated in England and Wales
Registered Office: Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB
Registered Number: 05444256

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

Opinion

We have audited the financial statements of CIP Threadneedle UK Property Nominee No. 2 Limited (“the Company”) for the year ended 31 December 2019 which comprise the income statement, balance sheet and related notes, including the principal accounting policies in Note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company’s affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company’s financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (“the going concern period”).

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors’ conclusions, we considered the inherent risks to the Company’s business model, including the impact of Brexit, and analysed how those risks might affect the Company’s financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor’s report is not a guarantee that the Company will continue in operation.

Directors’ report

The Directors are responsible for the Directors’ report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors’ report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors’ report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Richard Pinks (Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
London
E14 5GL

10 August 2020

CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

INCOME STATEMENT

for the year ended 31 December 2019

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss and has not recognised any other comprehensive income. As such, no separate statement of changes in equity is prepared.


BALANCE SHEET

as at 31 December 2019

	Note	2019 £	2018 £
Current assets			
Debtors	4	<u>1</u>	<u>1</u>
Net asset		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	5	<u>1</u>	<u>1</u>
Shareholders' funds		<u>1</u>	<u>1</u>

The accompanying notes on pages 8 to 9 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10 August 2020.



A M Murphy
Director

Registered Number: 05444256

CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

a) Basis of presentation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company has taken exemption available under FRS 101 not to disclose all transactions with other group companies and investees of the group qualifying as related parties. It has also taken the exemption available under FRS 101 not to prepare a cash flow statement, the effects of new but not yet effective IFRSs and capital management disclosures.

These financial statements have been prepared under the historical cost convention. The functional and financial statements presentation currency of the Company is Pound Sterling ("£") and all values are rounded to the nearest pound, except where otherwise indicated.

The Directors have satisfied themselves that the Company has adequate resources to continue in operation for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions, including the implications from the pandemic ("COVID-19") outbreak. Accordingly, the financial statements have been prepared on a going concern basis.

The Company's results are consolidated in the financial statements of its ultimate parent company, Citigroup Inc., which are made available to the public annually.

The accounting policy set out below has, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

b) Changes in accounting policy and disclosures

Standards issued and effective

There are a number of accounting standards that have been issued by the International Accounting Standards Board ("IASB"), which became effective during 2019. They include:

- IFRS 16 – Leases. In January 2016, the IASB issued IFRS 16, which sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard removes the current requirement for lessees to classify leases as finance leases or operating leases by introducing a single lessee accounting model that requires the recognition of lease assets and lease liabilities on the statement of financial position for most leases. Lessees will also recognise depreciation expense on the lease asset and interest expense on the lease liability in the income statement. There are no significant changes to lessor accounting aside from enhanced disclosure requirements. This standard did not have any impact on the Company, as it does not enter into lease arrangements.

1.1 Debtors

Debtors are recognised initially at fair value subsequently measured at amortised cost using the effective interest method and subject to expected credit loss impairment under IFRS 9.

CIP THREADNEEDLE UK PROPERTY NOMINEE NO. 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

2. Directors' remuneration

None of the Directors received any emoluments during the year in respect of their services to the Company (2018: £nil).

3. Auditor's remuneration

The auditor's remuneration of £1,915 (2018: £1,883) for these financial statements is borne and paid by Citibank Europe Plc.

4. Debtors

	2019	2018
	£	£
Amounts owed by group undertakings	1	1

Debtors represent called up share capital not paid and is consequently owed by group undertakings.

5. Share capital

	2019	2018
	£	£
Allotted, called up but not paid		
1 ordinary share of £ 1 each	1	1

6. Ultimate parent company and parent companies

The Company's immediate parent undertaking is Citibank Europe Plc., incorporated in Ireland. The audited financial statements of the immediate parent are available to the public annually and may be obtained from its registered office at 1 North Wall Quay, Dublin 1, Ireland.

The Company's ultimate parent company and ultimate controlling party is Citigroup Inc., incorporated in United States of America for which the audited consolidated financial statements are made available to the public annually in accordance with Securities and Exchange Commission regulations and may be obtained from its registered office at 1209 Orange Street, Wilmington, New Castle, DE, 19810, United States of America and www.citigroup.com/citi/corporategovernance/ar.htm.

7. Events after the reporting period

A novel strain of coronavirus ("COVID-19") that first surfaced in China was classified as a pandemic by the World Health Organization on March 11, 2020, impacting countries globally. The potential impacts from COVID-19 remain uncertain, including, among other things, on economic conditions, businesses and consumers.

This is a non-adjusting event and it is not expected to have any material financial effects to the Company.